



ANNUAL STATEMENT  
FOR THE YEAR ENDING DECEMBER 31, 2014  
OF THE CONDITION AND AFFAIRS OF THE

WellCare Health Insurance Company of Kentucky, Inc.

NAIC Group Code01199, 01199NAIC Company Code64467Employer's ID Number36-6069295

(Current Period)(Prior Period)

Organized under the Laws ofKentucky, State of Domicile or Port of EntryKentucky

Country of DomicileUnited States

Licensed as business type: Life, Accident & Health [ X ]Property/Casualty [ ]Hospital, Medical & Dental Service or Indemnity [ ]

Dental Service Corporation [ ]Vision Service Corporation [ ]Health Maintenance Organization [ ]

Other [ ]Is HMO, Federally Qualified? Yes [ ] No [ ]

Incorporated/Organized03/27/1962Commenced Business08/31/1962

Statutory Home Office13551 Triton Park Blvd, Suite 1800, Louisville, KY, US 40223

(Street and Number)(City or Town, State, Country and Zip Code)

Main Administrative Office8735 Henderson Road

(Street and Number)

Tampa, FL, US 33634813-290-6200

(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Mail AddressP.O. Box 31391, Tampa, FL, US 33631-3391

(Street and Number or P.O. Box)(City or Town, State, Country and Zip Code)

Primary Location of Books and Records8735 Henderson Road

(Street and Number)

Tampa, FL, US 33634813-290-6200

(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number) (Extension)

Internet Web Site Addresswww.wellcare.com

Statutory Statement ContactMike Wasik, 813-206-2725

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(E-Mail Address)(Fax Number)

OFFICERS

| Name                   | Title                               | Name                     | Title                                       |
|------------------------|-------------------------------------|--------------------------|---|
| Kenneth Alan Burdick # | President                           | Andrew Lynn Asher #      | CFO and Treasurer                           |
| Blair Williams Todt #  | Secretary and Senior Vice President | Maurice Sebastian Hebert | Asst Treasurer and Chief Accounting Officer |

OTHER OFFICERS

|                  |                  |  |  |
|------------------|------------------|--|--|
| Kelly Ann Munson | Region President |  |  |
|                  |                  |  |  |

DIRECTORS OR TRUSTEES

|                     |                          |                       |                        |
|---------------------|--------------------------|-----------------------|------------------------|
| Andrew Lynn Asher # | Maurice Sebastian Hebert | Blair Williams Todt # | Kenneth Alan Burdick # |
|                     |                          |                       |                        |

State ofFlorida  
County ofHillsborough

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The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Kenneth Alan Burdick  
President

Andrew Lynn Asher  
CFO and Treasurer

Maurice Sebastian Hebert  
Asst Treasurer and Chief Accounting Officer

Subscribed and sworn to before me this  
day of,

a. Is this an original filing?Yes [ X ] No [ ]

b. If no:

1. State the amendment number

2. Date filed

3. Number of pages attached

ASSETS

|  | Current Year |                    |                                      | Prior Year             |
|--|--------------|--------------------|--------------------------------------|------------------------|
|  | 1            | 2                  | 3                                    | 4                      |
|  | Assets       | Nonadmitted Assets | Net Admitted Assets<br>(Cols. 1 - 2) | Net Admitted<br>Assets |
| 1. Bonds (Schedule D).....   | 57,821,769   |                    | 57,821,769                           | 3,666,366              |
| 2. Stocks (Schedule D):  |              |                    |                                      |                        |
| 2.1 Preferred stocks .....   | 0            |                    | 0                                    | 0                      |
| 2.2 Common stocks .....  | 0            |                    | 0                                    | 0                      |
| 3. Mortgage loans on real estate (Schedule B):   |              |                    |                                      |                        |
| 3.1 First liens .....  |              |                    | 0                                    | 0                      |
| 3.2 Other than first liens .....   |              |                    | 0                                    | 0                      |
| 4. Real estate (Schedule A):   |              |                    |                                      |                        |
| 4.1 Properties occupied by the company (less<br>\$ ..... encumbrances).....  |              |                    | 0                                    | 0                      |
| 4.2 Properties held for the production of income<br>(less \$ ..... encumbrances) .....   |              |                    | 0                                    | 0                      |
| 4.3 Properties held for sale (less<br>\$ ..... encumbrances) .....   |              |                    | 0                                    | 0                      |
| 5. Cash (\$ .....243,762,533 , Schedule E-Part 1), cash equivalents<br>(\$ .....0 , Schedule E-Part 2) and short-term<br>investments (\$ .....84,538,118 , Schedule DA)..... | 328,300,650  |                    | 328,300,650                          | 248,290,143            |
| 6. Contract loans (including \$ .....premium notes).....   |              |                    | 0                                    | 0                      |
| 7. Derivatives (Schedule DB).....  |              |                    | 0                                    | 0                      |
| 8. Other invested assets (Schedule BA) .....   | 0            |                    | 0                                    | 0                      |
| 9. Receivables for securities .....  |              |                    | 0                                    | 0                      |
| 10. Securities lending reinvested collateral assets (Schedule DL).....   |              |                    | 0                                    | 0                      |
| 11. Aggregate write-ins for invested assets .....  | 0            | 0                  | 0                                    | 0                      |
| 12. Subtotals, cash and invested assets (Lines 1 to 11) .....  | 386,122,419  | 0                  | 386,122,419                          | 251,956,510            |
| 13. Title plants less \$ .....charged off (for Title insurers<br>only).....  |              |                    | 0                                    | 0                      |
| 14. Investment income due and accrued .....  | 497,794      |                    | 497,794                              | 163,452                |
| 15. Premiums and considerations:   |              |                    |                                      |                        |
| 15.1 Uncollected premiums and agents' balances in the course of<br>collection .....  | 52,027,947   |                    | 52,027,947                           | 8,687,445              |
| 15.2 Deferred premiums, agents' balances and installments booked but<br>deferred and not yet due (including \$ .....earned<br>but unbilled premiums).....                    |              |                    | 0                                    | 0                      |
| 15.3 Accrued retrospective premiums.....   | 5,550,373    |                    | 5,550,373                            | 0                      |
| 16. Reinsurance:   |              |                    |                                      |                        |
| 16.1 Amounts recoverable from reinsurers .....   | 2,156,034    |                    | 2,156,034                            | 2,199,482              |
| 16.2 Funds held by or deposited with reinsured companies .....   |              |                    | 0                                    | 0                      |
| 16.3 Other amounts receivable under reinsurance contracts .....  |              |                    | 0                                    | 0                      |
| 17. Amounts receivable relating to uninsured plans .....   | 30,604,612   |                    | 30,604,612                           | 2,309,596              |
| 18.1 Current federal and foreign income tax recoverable and interest thereon .....   | 4,114,253    |                    | 4,114,253                            | 2,475,868              |
| 18.2 Net deferred tax asset.....   | 9,299,745    |                    | 9,299,745                            | 6,097,215              |
| 19. Guaranty funds receivable or on deposit .....  |              |                    | 0                                    | 0                      |
| 20. Electronic data processing equipment and software.....   |              |                    | 0                                    | 0                      |
| 21. Furniture and equipment, including health care delivery assets<br>(\$ ..... ) .....  |              |                    | 0                                    | 0                      |
| 22. Net adjustment in assets and liabilities due to foreign exchange rates .....   |              |                    | 0                                    | 0                      |
| 23. Receivables from parent, subsidiaries and affiliates .....   | 8,811,908    | 8,811,908          | 0                                    | 0                      |
| 24. Health care (\$ .....30,484,145 ) and other amounts receivable.....  | 36,716,929   | 6,232,424          | 30,484,505                           | 13,937,590             |
| 25. Aggregate write-ins for other-than-invested assets .....   | 3,018,548    | 1,252,987          | 1,765,561                            | 3,525,454              |
| 26. Total assets excluding Separate Accounts, Segregated Accounts and<br>Protected Cell Accounts (Lines 12 to 25).....   | 538,920,562  | 16,297,319         | 522,623,243                          | 291,352,612            |
| 27. From Separate Accounts, Segregated Accounts and Protected<br>Cell Accounts.....  |              |                    | 0                                    | 0                      |
| 28. Total (Lines 26 and 27)  | 538,920,562  | 16,297,319         | 522,623,243                          | 291,352,612            |
| DETAILS OF WRITE-INS   |              |                    |                                      |                        |
| 1101. ....   |              |                    |                                      |                        |
| 1102. ....   |              |                    |                                      |                        |
| 1103. ....   |              |                    |                                      |                        |
| 1198. Summary of remaining write-ins for Line 11 from overflow page .....  | 0            | 0                  | 0                                    | 0                      |
| 1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)   | 0            | 0                  | 0                                    | 0                      |
| 2501. Other non-admitted assets (prepaids).....  | 538,136      | 538,136            | 0                                    | 0                      |
| 2502. ASO prepayments.....   | 671,275      | 671,275            | 0                                    | 3,274,539              |
| 2503. State and other taxes recoverable.....   | 1,765,561    |                    | 1,765,561                            | 250,915                |
| 2598. Summary of remaining write-ins for Line 25 from overflow page .....  | 43,576       | 43,576             | 0                                    | 0                      |
| 2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)   | 3,018,548    | 1,252,987          | 1,765,561                            | 3,525,454              |

LIABILITIES, CAPITAL AND SURPLUS

|   | Current Year |                |             | Prior Year   |
|---|--------------|----------------|-------------|--------------|
|   | 1<br>Covered | 2<br>Uncovered | 3<br>Total  | 4<br>Total   |
| 1. Claims unpaid (less \$ ..... reinsurance ceded)  | 287,236,907  |                | 287,236,907 | 139,031,713  |
| 2. Accrued medical incentive pool and bonus amounts .....   |              |                | 0           | 0            |
| 3. Unpaid claims adjustment expenses .....  | 2,203,012    |                | 2,203,012   | 1,461,883    |
| 4. Aggregate health policy reserves, including the liability of<br>\$ ..... for medical loss ratio rebate per the Public<br>Health Service Act .....            | 8,912,025    |                | 8,912,025   | 691,840      |
| 5. Aggregate life policy reserves .....   |              |                | 0           | 0            |
| 6. Property/casualty unearned premium reserves .....  |              |                | 0           | 0            |
| 7. Aggregate health claim reserves .....  |              |                | 0           | 0            |
| 8. Premiums received in advance .....   |              |                | 0           | 0            |
| 9. General expenses due or accrued .....  | 2,109,261    |                | 2,109,261   | 1,898,459    |
| 10.1 Current federal and foreign income tax payable and interest thereon (including<br>\$ ..... on realized capital gains (losses)) .....                       |              |                | 0           | 0            |
| 10.2 Net deferred tax liability .....   |              |                | 0           | 0            |
| 11. Ceded reinsurance premiums payable .....  | 98,111       |                | 98,111      | 357,562      |
| 12. Amounts withheld or retained for the account of others .....  |              |                | 0           | 0            |
| 13. Remittances and items not allocated .....   |              |                | 0           | 0            |
| 14. Borrowed money (including \$ ..... current) and<br>interest thereon \$ ..... (including<br>\$ ..... current) .....  |              |                | 0           | 0            |
| 15. Amounts due to parent, subsidiaries and affiliates .....  | 10,034,405   |                | 10,034,405  | 24,110,056   |
| 16. Derivatives .....   |              |                | 0           | 0            |
| 17. Payable for securities .....  |              |                | 0           | 0            |
| 18. Payable for securities lending .....  |              |                | 0           | 0            |
| 19. Funds held under reinsurance treaties (with \$ .....<br>authorized reinsurers, \$ ..... unauthorized<br>reinsurers and \$ ..... certified reinsurers) ..... |              |                | 0           | 0            |
| 20. Reinsurance in unauthorized and certified (\$ .....)<br>companies .....   |              |                | 0           | 0            |
| 21. Net adjustments in assets and liabilities due to foreign exchange rates .....   |              |                | 0           | 0            |
| 22. Liability for amounts held under uninsured plans .....  |              |                | 0           | 0            |
| 23. Aggregate write-ins for other liabilities (including \$ .....<br>current) .....   | 320,335      | 0              | 320,335     | 253,758      |
| 24. Total liabilities (Lines 1 to 23) .....   | 310,914,056  | 0              | 310,914,056 | 167,805,271  |
| 25. Aggregate write-ins for special surplus funds .....   | XXX          | XXX            | 45,802,000  | 0            |
| 26. Common capital stock .....  | XXX          | XXX            | 2,500,000   | 2,500,000    |
| 27. Preferred capital stock .....   | XXX          | XXX            |             | 0            |
| 28. Gross paid in and contributed surplus .....   | XXX          | XXX            | 137,298,516 | 137,298,516  |
| 29. Surplus notes .....   | XXX          | XXX            |             | 0            |
| 30. Aggregate write-ins for other-than-special surplus funds .....  | XXX          | XXX            | 0           | 0            |
| 31. Unassigned funds (surplus) .....  | XXX          | XXX            | 26,108,671  | (16,251,175) |
| 32. Less treasury stock, at cost:   |              |                |             |              |
| 32.1 ..... shares common (value included in Line 26<br>\$ ..... ) .....   | XXX          | XXX            |             | 0            |
| 32.2 ..... shares preferred (value included in Line 27<br>\$ ..... ) .....  | XXX          | XXX            |             | 0            |
| 33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....  | XXX          | XXX            | 211,709,187 | 123,547,341  |
| 34. Total liabilities, capital and surplus (Lines 24 and 33)  | XXX          | XXX            | 522,623,243 | 291,352,612  |
| DETAILS OF WRITE-INS  |              |                |             |              |
| 2301. Unclaimed property payable .....  | 320,335      |                | 320,335     | 253,758      |
| 2302. ....  |              |                |             |              |
| 2303. ....  |              |                |             |              |
| 2398. Summary of remaining write-ins for Line 23 from overflow page .....   | 0            | 0              | 0           | 0            |
| 2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)  | 320,335      | 0              | 320,335     | 253,758      |
| 2501. 2015 ACA Industry Fee payable .....   | XXX          | XXX            | 45,802,000  |              |
| 2502. ....  | XXX          | XXX            |             |              |
| 2503. ....  | XXX          | XXX            |             |              |
| 2598. Summary of remaining write-ins for Line 25 from overflow page .....   | XXX          | XXX            | 0           | 0            |
| 2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)  | XXX          | XXX            | 45,802,000  | 0            |
| 3001. ....  | XXX          | XXX            |             |              |
| 3002. ....  | XXX          | XXX            |             |              |
| 3003. ....  | XXX          | XXX            |             |              |
| 3098. Summary of remaining write-ins for Line 30 from overflow page .....   | XXX          | XXX            | 0           | 0            |
| 3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)  | XXX          | XXX            | 0           | 0            |

STATEMENT OF REVENUE AND EXPENSES

|   | Current Year   |               | Prior Year    |
|---|----------------|---------------|---------------|
|   | 1<br>Uncovered | 2<br>Total    | 3<br>Total    |
| 1. Member Months.....   | XXX            | 5,911,513     | 3,871,440     |
| 2. Net premium income (including \$ .....0 non-health premium income).....  | XXX            | 2,419,363,353 | 1,403,689,103 |
| 3. Change in unearned premium reserves and reserve for rate credits .....   | XXX            |               | 0             |
| 4. Fee-for-service (net of \$ ..... medical expenses) .....   | XXX            |               | 0             |
| 5. Risk revenue .....   | XXX            |               | 0             |
| 6. Aggregate write-ins for other health care related revenues .....   | XXX            | 0             | 0             |
| 7. Aggregate write-ins for other non-health revenues .....  | XXX            | 0             | 0             |
| 8. Total revenues (Lines 2 to 7) .....  | XXX            | 2,419,363,353 | 1,403,689,103 |
| <b>Hospital and Medical:</b>  |                |               |               |
| 9. Hospital/medical benefits .....  |                | 1,288,758,375 | 869,292,267   |
| 10. Other professional services .....   |                | 164,091,534   | 18,964,842    |
| 11. Outside referrals .....   |                |               | 0             |
| 12. Emergency room and out-of-area .....  |                | 142,495,893   | 75,184,521    |
| 13. Prescription drugs .....  |                | 467,754,631   | 277,759,418   |
| 14. Aggregate write-ins for other hospital and medical .....  | 0              | 0             | 0             |
| 15. Incentive pool, withhold adjustments and bonus amounts.....   |                |               | 0             |
| 16. Subtotal (Lines 9 to 15) .....  | 0              | 2,063,100,433 | 1,241,201,048 |
| <b>Less:</b>  |                |               |               |
| 17. Net reinsurance recoveries .....  |                | 543,573       | 14,660,131    |
| 18. Total hospital and medical (Lines 16 minus 17) .....  | 0              | 2,062,556,860 | 1,226,540,917 |
| 19. Non-health claims (net).....  |                |               | 0             |
| 20. Claims adjustment expenses, including \$ .....30,931,505 cost containment expenses.....   |                | 72,914,641    | 43,011,615    |
| 21. General administrative expenses.....  |                | 134,240,495   | 74,134,413    |
| 22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only).....        |                | 0             | 0             |
| 23. Total underwriting deductions (Lines 18 through 22) .....   | 0              | 2,269,711,996 | 1,343,686,945 |
| 24. Net underwriting gain or (loss) (Lines 8 minus 23) .....  | XXX            | 149,651,357   | 60,002,158    |
| 25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....   |                | 991,263       | 584,527       |
| 26. Net realized capital gains (losses) less capital gains tax of \$ .....  |                |               | 0             |
| 27. Net investment gains (losses) (Lines 25 plus 26) .....  | 0              | 991,263       | 584,527       |
| 28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )] ..... |                | 0             | 0             |
| 29. Aggregate write-ins for other income or expenses .....  | 0              | 0             | 0             |
| 30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....      | XXX            | 150,642,620   | 60,586,685    |
| 31. Federal and foreign income taxes incurred .....   | XXX            | 61,653,964    | 21,712,641    |
| 32. Net income (loss) (Lines 30 minus 31) .....   | XXX            | 88,988,656    | 38,874,044    |
| <b>DETAILS OF WRITE-INS</b>   |                |               |               |
| 0601. ....  | XXX            |               |               |
| 0602. ....  | XXX            |               |               |
| 0603. ....  | XXX            |               |               |
| 0698. Summary of remaining write-ins for Line 6 from overflow page .....  | XXX            | 0             | 0             |
| 0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....   | XXX            | 0             | 0             |
| 0701. ....  | XXX            |               |               |
| 0702. ....  | XXX            |               |               |
| 0703. ....  | XXX            |               |               |
| 0798. Summary of remaining write-ins for Line 7 from overflow page .....  | XXX            | 0             | 0             |
| 0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above) .....   | XXX            | 0             | 0             |
| 1401. ....  |                |               |               |
| 1402. ....  |                |               |               |
| 1403. ....  |                |               |               |
| 1498. Summary of remaining write-ins for Line 14 from overflow page .....   | 0              | 0             | 0             |
| 1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....  | 0              | 0             | 0             |
| 2901. ....  |                |               |               |
| 2902. ....  |                |               |               |
| 2903. ....  |                |               |               |
| 2998. Summary of remaining write-ins for Line 29 from overflow page .....   | 0              | 0             | 0             |
| 2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....  | 0              | 0             | 0             |

STATEMENT OF REVENUE AND EXPENSES (Continued)

|   | 1<br>Current Year | 2<br>Prior Year |
|---|-------------------|-----------------|
| CAPITAL & SURPLUS ACCOUNT   |                   |                 |
| 33. Capital and surplus prior reporting year .....  | 123,547,341       | 68,584,716      |
| 34. Net income or (loss) from Line 32 .....   | 88,988,656        | 38,874,044      |
| 35. Change in valuation basis of aggregate policy and claim reserves .....                    |                   | 0               |
| 36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....        |                   | 0               |
| 37. Change in net unrealized foreign exchange capital gain or (loss) .....                    |                   | 0               |
| 38. Change in net deferred income tax .....   | 3,202,530         | 3,053,447       |
| 39. Change in nonadmitted assets .....  | (4,029,340)       | (7,117,889)     |
| 40. Change in unauthorized and certified reinsurance .....                                    | 0                 | 0               |
| 41. Change in treasury stock .....  | 0                 | 0               |
| 42. Change in surplus notes .....   | 0                 | 0               |
| 43. Cumulative effect of changes in accounting principles .....                               |                   | 0               |
| 44. Capital Changes:  |                   |                 |
| 44.1 Paid in .....  | 0                 | 0               |
| 44.2 Transferred from surplus (Stock Dividend) .....  |                   | 0               |
| 44.3 Transferred to surplus .....   |                   | 0               |
| 45. Surplus adjustments:  |                   |                 |
| 45.1 Paid in .....  | 0                 | 20,000,000      |
| 45.2 Transferred to capital (Stock Dividend) .....  | 0                 | 0               |
| 45.3 Transferred from capital .....   |                   | 0               |
| 46. Dividends to stockholders .....   |                   | 0               |
| 47. Aggregate write-ins for gains or (losses) in surplus .....                                | 0                 | 153,023         |
| 48. Net change in capital and surplus (Lines 34 to 47) .....                                  | 88,161,846        | 54,962,625      |
| 49. Capital and surplus end of reporting year (Line 33 plus 48)                               | 211,709,187       | 123,547,341     |
| DETAILS OF WRITE-INS  |                   |                 |
| 4701. Correction of error - Revised CMS risk corridor calculation related to prior years..... |                   | 153,023         |
| 4702. ....  |                   |                 |
| 4703. ....  |                   |                 |
| 4798. Summary of remaining write-ins for Line 47 from overflow page .....                     | 0                 | 0               |
| 4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)                              | 0                 | 153,023         |

CASH FLOW

| Cash from Operations  |  | 1<br>Current Year | 2<br>Prior Year |
|---|--|-------------------|-----------------|
| 1. Premiums collected net of reinsurance  |  | 2,378,433,212     | 1,397,564,377   |
| 2. Net investment income  |  | 901,444           | 486,348         |
| 3. Miscellaneous income   |  | 0                 | 0               |
| 4. Total (Lines 1 through 3)  |  | 2,379,334,656     | 1,398,050,725   |
| 5. Benefit and loss related payments  |  | 1,930,855,054     | 1,180,024,520   |
| 6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts                    |  |                   | 0               |
| 7. Commissions, expenses paid and aggregate write-ins for deductions                                      |  | 236,012,869       | 120,422,041     |
| 8. Dividends paid to policyholders  |  |                   | 0               |
| 9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)              |  | 63,292,348        | 26,637,551      |
| 10. Total (Lines 5 through 9)   |  | 2,230,160,271     | 1,327,084,112   |
| 11. Net cash from operations (Line 4 minus Line 10)   |  | 149,174,385       | 70,966,613      |
| Cash from Investments   |  |                   |                 |
| 12. Proceeds from investments sold, matured or repaid:  |  |                   |                 |
| 12.1 Bonds  |  | 400,000           | 175,000         |
| 12.2 Stocks   |  | 0                 | 0               |
| 12.3 Mortgage loans   |  | 0                 | 0               |
| 12.4 Real estate  |  | 0                 | 0               |
| 12.5 Other invested assets  |  | 0                 | 0               |
| 12.6 Net gains or (losses) on cash, cash equivalents and short-term investments                           |  | 0                 | 0               |
| 12.7 Miscellaneous proceeds   |  | 0                 | 0               |
| 12.8 Total investment proceeds (Lines 12.1 to 12.7)   |  | 400,000           | 175,000         |
| 13. Cost of investments acquired (long-term only):  |  |                   |                 |
| 13.1 Bonds  |  | 54,799,924        | 3,688,715       |
| 13.2 Stocks   |  | 0                 | 0               |
| 13.3 Mortgage loans   |  | 0                 | 0               |
| 13.4 Real estate  |  | 0                 | 0               |
| 13.5 Other invested assets  |  | 0                 | 0               |
| 13.6 Miscellaneous applications   |  | 0                 | 0               |
| 13.7 Total investments acquired (Lines 13.1 to 13.6)  |  | 54,799,924        | 3,688,715       |
| 14. Net increase (decrease) in contract loans and premium notes   |  | 0                 | 0               |
| 15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)                                   |  | (54,399,924)      | (3,513,715)     |
| Cash from Financing and Miscellaneous Sources   |  |                   |                 |
| 16. Cash provided (applied):  |  |                   |                 |
| 16.1 Surplus notes, capital notes   |  | 0                 | 0               |
| 16.2 Capital and paid in surplus, less treasury stock   |  | 0                 | 20,000,000      |
| 16.3 Borrowed funds   |  | 0                 | 0               |
| 16.4 Net deposits on deposit-type contracts and other insurance liabilities                               |  |                   | 0               |
| 16.5 Dividends to stockholders  |  | 0                 | 0               |
| 16.6 Other cash provided (applied)  |  | (14,763,954)      | 5,485,743       |
| 17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6) |  | (14,763,954)      | 25,485,743      |
| RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS                                       |  |                   |                 |
| 18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)       |  | 80,010,507        | 92,938,641      |
| 19. Cash, cash equivalents and short-term investments:  |  |                   |                 |
| 19.1 Beginning of year  |  | 248,290,143       | 155,351,502     |
| 19.2 End of year (Line 18 plus Line 19.1)   |  | 328,300,650       | 248,290,143     |

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE WellCare Health Insurance Company of Kentucky, Inc.

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

|  | 1             | 2   | 3                      | 4              | 5              | 6  | 7                          | 8                        | 9            | 10                  |
|--|---------------|---|------------------------|----------------|----------------|--|----------------------------|--------------------------|--------------|---------------------|
|  | Total         | Comprehensive<br>(Hospital<br>&<br>Medical) | Medicare<br>Supplement | Dental<br>Only | Vision<br>Only | Federal<br>Employees<br>Health<br>Benefit Plan | Title<br>XVIII<br>Medicare | Title<br>XIX<br>Medicaid | Other Health | Other<br>Non-Health |
| 1. Net premium income .....  | 2,419,363,353 | 90,135,622                                  | 0                      | 0              | 0              | 0  | 48,686,937                 | 2,197,159,632            | 83,381,162   | 0                   |
| 2. Change in unearned premium reserves and reserve for rate credit .....                   | 0             |   |                        |                |                |  |                            |                          |              |                     |
| 3. Fee-for-service (net of \$ ..... medical expenses) .....                                | 0             |   |                        |                |                |  |                            |                          |              | XXX                 |
| 4. Risk revenue.....   | 0             |   |                        |                |                |  |                            |                          |              | XXX                 |
| 5. Aggregate write-ins for other health care related revenues.....                         | 0             | 0   | 0                      | 0              | 0              | 0  | 0                          | 0                        | 0            | XXX                 |
| 6. Aggregate write-ins for other non-health care related revenues .....                    | 0             | XXX   | XXX                    | XXX            | XXX            | XXX  | XXX                        | XXX                      | XXX          | 0                   |
| 7. Total revenues (Lines 1 to 6) .....   | 2,419,363,353 | 90,135,622                                  | 0                      | 0              | 0              | 0  | 48,686,937                 | 2,197,159,632            | 83,381,162   | 0                   |
| 8. Hospital/medical benefits .....   | 1,288,758,375 | 27,268,403                                  |                        |                |                |  | 36,737,240                 | 1,224,752,732            |              | XXX                 |
| 9. Other professional services .....   | 164,091,534   | 54,321,974                                  |                        |                |                |  | 268,255                    | 109,501,305              |              | XXX                 |
| 10. Outside referrals .....  | 0             |   |                        |                |                |  |                            |                          |              | XXX                 |
| 11. Emergency room and out-of-area .....   | 142,495,893   | 1,872,987                                   |                        |                |                |  | 2,073,103                  | 138,549,803              |              | XXX                 |
| 12. Prescription drugs .....   | 467,754,631   | 5,424,983                                   |                        |                |                |  | 3,556,777                  | 387,109,797              | 71,663,074   | XXX                 |
| 13. Aggregate write-ins for other hospital and medical.....                                | 0             | 0   | 0                      | 0              | 0              | 0  | 0                          | 0                        | 0            | XXX                 |
| 14. Incentive pool, withhold adjustments and bonus amounts.....                            | 0             |   |                        |                |                |  |                            |                          |              | XXX                 |
| 15. Subtotal (Lines 8 to 14) .....   | 2,063,100,433 | 88,888,347                                  | 0                      | 0              | 0              | 0  | 42,635,375                 | 1,859,913,637            | 71,663,074   | XXX                 |
| 16. Net reinsurance recoveries .....   | 543,573       | (44)  |                        |                |                |  |                            | 543,617                  |              | XXX                 |
| 17. Total hospital and medical (Lines 15 minus 16) .....                                   | 2,062,556,860 | 88,888,391                                  | 0                      | 0              | 0              | 0  | 42,635,375                 | 1,859,370,020            | 71,663,074   | XXX                 |
| 18. Non-health claims (net) .....  | 0             | XXX   | XXX                    | XXX            | XXX            | XXX  | XXX                        | XXX                      | XXX          | 0                   |
| 19. Claims adjustment expenses including \$ .....30,931,505 cost containment expenses..... | 72,914,641    | 2,639,453                                   |                        |                |                |  | 1,471,357                  | 66,316,436               | 2,487,395    |                     |
| 20. General administrative expenses .....  | 134,240,495   | 3,826,526                                   |                        |                |                |  | 6,429,575                  | 117,101,964              | 6,882,430    |                     |
| 21. Increase in reserves for accident and health contracts .....                           | 0             |   |                        |                |                |  |                            |                          |              | XXX                 |
| 22. Increase in reserves for life contracts.....   | 0             | XXX   | XXX                    | XXX            | XXX            | XXX  | XXX                        | XXX                      | XXX          |                     |
| 23. Total underwriting deductions (Lines 17 to 22) .....                                   | 2,269,711,996 | 95,354,370                                  | 0                      | 0              | 0              | 0  | 50,536,307                 | 2,042,788,420            | 81,032,899   | 0                   |
| 24. Net underwriting gain or (loss) (Line 7 minus Line 23) .....                           | 149,651,357   | (5,218,748)                                 | 0                      | 0              | 0              | 0  | (1,849,370)                | 154,371,212              | 2,348,263    | 0                   |
| DETAILS OF WRITE-INS   |               |   |                        |                |                |  |                            |                          |              |                     |
| 0501. ....   |               |   |                        |                |                |  |                            |                          |              | XXX                 |
| 0502. ....   |               |   |                        |                |                |  |                            |                          |              | XXX                 |
| 0503. ....   |               |   |                        |                |                |  |                            |                          |              | XXX                 |
| 0598. Summary of remaining write-ins for Line 5 from overflow page.....                    | 0             | 0   | 0                      | 0              | 0              | 0  | 0                          | 0                        | 0            | XXX                 |
| 0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above) .....                      | 0             | 0   | 0                      | 0              | 0              | 0  | 0                          | 0                        | 0            | XXX                 |
| 0601. ....   |               | XXX   | XXX                    | XXX            | XXX            | XXX  | XXX                        | XXX                      | XXX          |                     |
| 0602. ....   |               | XXX   | XXX                    | XXX            | XXX            | XXX  | XXX                        | XXX                      | XXX          |                     |
| 0603. ....   |               | XXX   | XXX                    | XXX            | XXX            | XXX  | XXX                        | XXX                      | XXX          |                     |
| 0698. Summary of remaining write-ins for Line 6 from overflow page.....                    | 0             | XXX   | XXX                    | XXX            | XXX            | XXX  | XXX                        | XXX                      | XXX          | 0                   |
| 0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....                      | 0             | XXX   | XXX                    | XXX            | XXX            | XXX  | XXX                        | XXX                      | XXX          | 0                   |
| 1301. ....   |               |   |                        |                |                |  |                            |                          |              | XXX                 |
| 1302. ....   |               |   |                        |                |                |  |                            |                          |              | XXX                 |
| 1303. ....   |               |   |                        |                |                |  |                            |                          |              | XXX                 |
| 1398. Summary of remaining write-ins for Line 13 from overflow page .....                  | 0             | 0   | 0                      | 0              | 0              | 0  | 0                          | 0                        | 0            | XXX                 |
| 1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above) .....                     | 0             | 0   | 0                      | 0              | 0              | 0  | 0                          | 0                        | 0            | XXX                 |

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 1 - PREMIUMS

|   | 1                  | 2                      | 3                    | 4                                      |
|---|--------------------|------------------------|----------------------|--|
| Line of Business                                | Direct<br>Business | Reinsurance<br>Assumed | Reinsurance<br>Ceded | Net Premium<br>Income<br>(Cols. 1+2-3) |
| 1. Comprehensive (hospital and medical) .....   | 91,345,596         |                        | 1,209,974            | 90,135,622                             |
| 2. Medicare Supplement .....                    |                    |                        |                      | .0                                     |
| 3. Dental only.....                             |                    |                        |                      | .0                                     |
| 4. Vision only.....                             |                    |                        |                      | .0                                     |
| 5. Federal Employees Health Benefits Plan ..... |                    |                        |                      | .0                                     |
| 6. Title XVIII - Medicare .....                 | 46,965,128         | 1,751,519              | 29,710               | 48,686,937                             |
| 7. Title XIX - Medicaid.....                    | 2,198,986,173      |                        | 1,826,541            | 2,197,159,632                          |
| 8. Other health.....                            | 83,381,162         |                        |                      | 83,381,162                             |
| 9. Health subtotal (Lines 1 through 8) .....    | 2,420,678,059      | 1,751,519              | 3,066,225            | 2,419,363,353                          |
| 10. Life .....                                  |                    |                        |                      | .0                                     |
| 11. Property/casualty.....                      |                    |                        |                      | .0                                     |
| 12. Totals (Lines 9 to 11)                      | 2,420,678,059      | 1,751,519              | 3,066,225            | 2,419,363,353                          |



ANNUAL STATEMENT FOR THE YEAR 2014 OF THE WellCare Health Insurance Company of Kentucky, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 – CLAIMS INCURRED DURING THE YEAR

|   | 1             | 2  | 3                      | 4              | 5              | 6   | 7                       | 8                     | 9            | 10                   |
|---|---------------|--|------------------------|----------------|----------------|---|-------------------------|-----------------------|--------------|----------------------|
|   | Total         | Comprehensive<br>(Hospital &<br>Medical) | Medicare<br>Supplement | Dental<br>Only | Vision<br>Only | Federal<br>Employees<br>Health<br>Benefits Plan | Title XVIII<br>Medicare | Title XIX<br>Medicaid | Other Health | Other Non-<br>Health |
| 1. Payments during the year:  |               |  |                        |                |                |   |                         |                       |              |                      |
| 1.1 Direct .....  | 1,931,442,075 | 92,960,683                               |                        |                |                |   | 39,792,606              | 1,718,866,217         | 79,822,569   |                      |
| 1.2 Reinsurance assumed .....   | 0             |  |                        |                |                |   |                         |                       |              |                      |
| 1.3 Reinsurance ceded .....   | 587,021       | 359,354                                  |                        |                |                |   | (91,969)                | 319,636               |              |                      |
| 1.4 Net .....   | 1,930,855,054 | 92,601,329                               | 0                      | 0              | 0              | 0   | 39,884,575              | 1,718,546,581         | 79,822,569   | 0                    |
| 2. Paid medical incentive pools and bonuses .....                         | 0             |  |                        |                |                |   |                         |                       |              |                      |
| 3. Claim liability December 31, current year from Part 2A:                |               |  |                        |                |                |   |                         |                       |              |                      |
| 3.1 Direct .....  | 287,236,907   | 4,616,506                                | 0                      | 0              | 0              | 0   | 7,218,279               | 273,452,244           | 1,949,878    | 0                    |
| 3.2 Reinsurance assumed .....   | 0             | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0            | 0                    |
| 3.3 Reinsurance ceded .....   | 0             | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0            | 0                    |
| 3.4 Net .....   | 287,236,907   | 4,616,506                                | 0                      | 0              | 0              | 0   | 7,218,279               | 273,452,244           | 1,949,878    | 0                    |
| 4. Claim reserve December 31, current year from Part 2D:                  |               |  |                        |                |                |   |                         |                       |              |                      |
| 4.1 Direct .....  | 0             |  |                        |                |                |   |                         |                       |              |                      |
| 4.2 Reinsurance assumed .....   | 0             |  |                        |                |                |   |                         |                       |              |                      |
| 4.3 Reinsurance ceded .....   | 0             | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0            | 0                    |
| 4.4 Net .....   | 0             | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0            | 0                    |
| 5. Accrued medical incentive pools and bonuses, current year .....        | 0             |  |                        |                |                |   |                         |                       |              |                      |
| 6. Net healthcare receivables (a).....                                    | 16,546,836    | (338,864)                                |                        |                |                |   | 796,722                 | 6,917,906             | 9,171,072    |                      |
| 7. Amounts recoverable from reinsurers December 31, current<br>year ..... | 2,156,034     |  |                        |                |                |   | 446,300                 | 1,709,734             |              |                      |
| 8. Claim liability December 31, prior year from Part 2A:                  |               |  |                        |                |                |   |                         |                       |              |                      |
| 8.1 Direct .....  | 139,031,713   | 9,027,707                                | 0                      | 0              | 0              | 0   | 3,578,787               | 125,486,919           | 938,300      | 0                    |
| 8.2 Reinsurance assumed .....   | 0             | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0            | 0                    |
| 8.3 Reinsurance ceded .....   | 0             | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0            | 0                    |
| 8.4 Net .....   | 139,031,713   | 9,027,707                                | 0                      | 0              | 0              | 0   | 3,578,787               | 125,486,919           | 938,300      | 0                    |
| 9. Claim reserve December 31, prior year from Part 2D:                    |               |  |                        |                |                |   |                         |                       |              |                      |
| 9.1 Direct .....  | 0             | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0            | 0                    |
| 9.2 Reinsurance assumed .....   | 0             | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0            | 0                    |
| 9.3 Reinsurance ceded .....   | 0             | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0            | 0                    |
| 9.4 Net .....   | 0             | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0            | 0                    |
| 10. Accrued medical incentive pools and bonuses, prior year .....         | 0             | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0            | 0                    |
| 11. Amounts recoverable from reinsurers December 31, prior year<br>.....  | 2,199,482     | 359,399                                  | 0                      | 0              | 0              | 0   | 354,331                 | 1,485,752             | 0            | 0                    |
| 12. Incurred benefits:  |               |  |                        |                |                |   |                         |                       |              |                      |
| 12.1 Direct .....   | 2,063,100,433 | 88,888,346                               | 0                      | 0              | 0              | 0   | 42,635,376              | 1,859,913,636         | 71,663,075   | 0                    |
| 12.2 Reinsurance assumed .....  | 0             | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0            | 0                    |
| 12.3 Reinsurance ceded .....  | 543,573       | (45)                                     | 0                      | 0              | 0              | 0   | 0                       | 543,618               | 0            | 0                    |
| 12.4 Net .....  | 2,062,556,860 | 88,888,391                               | 0                      | 0              | 0              | 0   | 42,635,376              | 1,859,370,018         | 71,663,075   | 0                    |
| 13. Incurred medical incentive pools and bonuses .....                    | 0             | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0            | 0                    |

(a) Excludes \$ ..... loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

|   | 1           | 2  | 3                      | 4              | 5              | 6   | 7                       | 8                     | 9               | 10                  |
|---|-------------|--|------------------------|----------------|----------------|---|-------------------------|-----------------------|-----------------|---------------------|
|   | Total       | Comprehensive<br>(Hospital and<br>Medical) | Medicare<br>Supplement | Dental<br>Only | Vision<br>Only | Federal<br>Employees<br>Health<br>Benefits Plan | Title XVIII<br>Medicare | Title XIX<br>Medicaid | Other<br>Health | Other<br>Non-Health |
| 1. Reported in Process of Adjustment:                 |             |  |                        |                |                |   |                         |                       |                 |                     |
| 1.1. Direct .....                                     | 70,830,437  | 1,540,413                                  |                        |                |                |   | 969,239                 | 66,370,907            | 1,949,878       |                     |
| 1.2. Reinsurance assumed .....                        | 0           |  |                        |                |                |   |                         |                       |                 |                     |
| 1.3. Reinsurance ceded .....                          | 0           |  |                        |                |                |   |                         |                       |                 |                     |
| 1.4. Net .....  | 70,830,437  | 1,540,413                                  | 0                      | 0              | 0              | 0   | 969,239                 | 66,370,907            | 1,949,878       | 0                   |
| 2. Incurred but Unreported:                           |             |  |                        |                |                |   |                         |                       |                 |                     |
| 2.1. Direct .....                                     | 216,406,470 | 3,076,093                                  |                        |                |                |   | 6,249,040               | 207,081,337           |                 |                     |
| 2.2. Reinsurance assumed .....                        | 0           |  |                        |                |                |   |                         |                       |                 |                     |
| 2.3. Reinsurance ceded .....                          | 0           |  |                        |                |                |   |                         |                       |                 |                     |
| 2.4. Net .....  | 216,406,470 | 3,076,093                                  | 0                      | 0              | 0              | 0   | 6,249,040               | 207,081,337           | 0               | 0                   |
| 3. Amounts Withheld from Paid Claims and Capitations: |             |  |                        |                |                |   |                         |                       |                 |                     |
| 3.1. Direct .....                                     | 0           |  |                        |                |                |   |                         |                       |                 |                     |
| 3.2. Reinsurance assumed .....                        | 0           |  |                        |                |                |   |                         |                       |                 |                     |
| 3.3. Reinsurance ceded .....                          | 0           |  |                        |                |                |   |                         |                       |                 |                     |
| 3.4. Net .....  | 0           | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0               | 0                   |
| 4. TOTALS:  |             |  |                        |                |                |   |                         |                       |                 |                     |
| 4.1. Direct .....                                     | 287,236,907 | 4,616,506                                  | 0                      | 0              | 0              | 0   | 7,218,279               | 273,452,244           | 1,949,878       | 0                   |
| 4.2. Reinsurance assumed .....                        | 0           | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0               | 0                   |
| 4.3. Reinsurance ceded .....                          | 0           | 0  | 0                      | 0              | 0              | 0   | 0                       | 0                     | 0               | 0                   |
| 4.4. Net .....  | 287,236,907 | 4,616,506                                  | 0                      | 0              | 0              | 0   | 7,218,279               | 273,452,244           | 1,949,878       | 0                   |

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR-NET OF REINSURANCE

| Line of Business                                    | Claims Paid During the Year                                    |   | Claim Reserve and Claim Liability December 31 of Current Year |   | 5<br><br>Claims Incurred in Prior Years<br>(Columns 1 + 3) | 6<br><br>Estimated Claim Reserve and Claim Liability<br>December 31 of Prior Year |
|---|--|---|---|---|--|---|
|   | 1<br><br>On Claims Incurred Prior to January 1 of Current Year | 2<br><br>On Claims Incurred During the Year | 3<br><br>On Claims Unpaid December 31 of Prior Year           | 4<br><br>On Claims Incurred During the Year |  |   |
| 1. Comprehensive (hospital and medical) .....       | 6,293,138  | 87,006,454                                  | 427,534   | 4,188,972                                   | 6,720,672  | 9,027,706   |
| 2. Medicare Supplement .....                        |  |   |   |   | .0   | .0  |
| 3. Dental Only.....                                 |  |   |   |   | .0   | .0  |
| 4. Vision Only.....                                 |  |   |   |   | .0   | .0  |
| 5. Federal Employees Health Benefits Plan .....     |  |   |   |   | .0   | .0  |
| 6. Title XVIII - Medicare .....                     | 3,692,517  | 35,303,368                                  | 1,806   | 7,216,472                                   | 3,694,323  | 3,578,787   |
| 7. Title XIX - Medicaid.....                        | 112,941,480  | 1,598,463,213                               | 16,360,817  | 257,091,428                                 | 129,302,297  | 125,486,920   |
| 8. Other health .....                               | 515,294  | 70,136,202                                  |   | 1,949,878                                   | 515,294  | 938,300   |
| 9. Health subtotal (Lines 1 to 8).....              | 123,442,429  | 1,790,909,237                               | 16,790,157  | 270,446,750                                 | 140,232,586  | 139,031,713   |
| 10. Healthcare receivables (a).....                 |  |   |   |   | .0   | .0  |
| 11. Other non-health.....                           |  |   |   |   | .0   | .0  |
| 12. Medical incentive pools and bonus amounts ..... |  |   |   |   | .0   | .0  |
| 13. Totals (Lines 9-10+11+12)                       | 123,442,429  | 1,790,909,237                               | 16,790,157  | 270,446,750                                 | 140,232,586  | 139,031,713   |

(a) Excludes \$ ..... loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(000 Omitted)

Section A – Paid Health Claims - Hospital and Medical

| Year in Which Losses Were Incurred | Cumulative Net Amounts Paid |           |           |           |           |
|------------------------------------|-----------------------------|-----------|-----------|-----------|-----------|
|                                    | 1<br>2010                   | 2<br>2011 | 3<br>2012 | 4<br>2013 | 5<br>2014 |
| 1. Prior .....                     | .0                          | .0        | .0        | .0        | .0        |
| 2. 2010.....                       | .0                          | .0        | .0        | .0        | .0        |
| 3. 2011.....                       | XXX                         | 6,108     | 10,555    | 10,555    | 10,555    |
| 4. 2012.....                       | XXX                         | XXX       | 183,163   | 189,053   | 189,053   |
| 5. 2013.....                       | XXX                         | XXX       | XXX       | 59,934    | 66,654    |
| 6. 2014.....                       | XXX                         | XXX       | XXX       | XXX       | 87,006    |

Section B – Incurred Health Claims - Hospital and Medical

| Year in Which Losses Were Incurred | Sum of Cumulative Net Amount Paid and Claim Liability,<br>Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year |           |           |           |           |
|------------------------------------|---|-----------|-----------|-----------|-----------|
|                                    | 1<br>2010   | 2<br>2011 | 3<br>2012 | 4<br>2013 | 5<br>2014 |
| 1. Prior .....                     | .0  | .0        | .0        | .0        | .0        |
| 2. 2010.....                       | .0  | .0        | .0        | .0        | .0        |
| 3. 2011.....                       | XXX   | 33,327    | 10,366    | 10,555    | 10,555    |
| 4. 2012.....                       | XXX   | XXX       | 187,740   | 189,393   | 189,393   |
| 5. 2013.....                       | XXX   | XXX       | XXX       | 68,622    | 66,654    |
| 6. 2014.....                       | XXX   | XXX       | XXX       | XXX       | 91,195    |

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Hospital and Medical

| Years in which<br>Premiums were Earned and Claims<br>were Incurred | 1<br><br>Premiums Earned | 2<br><br>Claims Payments | 3<br><br>Claim Adjustment<br>Expense<br>Payments | 4<br><br>(Col. 3/2)<br>Percent | 5<br><br>Claim and Claim<br>Adjustment<br>Expense<br>Payments<br>(Col. 2+3) | 6<br><br>(Col. 5/1)<br>Percent | 7<br><br>Claims Unpaid | 8<br><br>Unpaid Claims<br>Adjustment<br>Expenses | 9<br><br>Total Claims and<br>Claims<br>Adjustment<br>Expense Incurred<br>(Col. 5+7+8) | 10<br><br>(Col. 9/1)<br>Percent |
|--|--------------------------|--------------------------|--|--------------------------------|---|--------------------------------|------------------------|--|---|---------------------------------|
| 1. 2010.....   | .0                       | .0                       |  | .0                             | .0  | .0                             |                        |  | .0  | .0                              |
| 2. 2011.....   | 33,548                   | 10,555                   |  | .0                             | 10,555  | 31.5                           |                        |  | 10,555  | 31.5                            |
| 3. 2012.....   | 97,769                   | 189,053                  |  | .0                             | 189,053   | 193.4                          |                        |  | 189,053   | 193.4                           |
| 4. 2013.....   | 95,018                   | 66,654                   |  | .0                             | 66,654  | 70.1                           | 428                    |  | 67,082  | 70.6                            |
| 5. 2014.....   | 92,961                   | 87,006                   | 1,849  | 2.1                            | 88,855  | 95.6                           | 4,189                  | 32   | 93,076  | 100.1                           |

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(000 Omitted)

Section A - Paid Health Claims - Medicare

| Year in Which Losses Were Incurred | Cumulative Net Amounts Paid |           |           |           |           |
|------------------------------------|-----------------------------|-----------|-----------|-----------|-----------|
|                                    | 1<br>2010                   | 2<br>2011 | 3<br>2012 | 4<br>2013 | 5<br>2014 |
| 1. Prior .....                     | 905,137                     | 905,137   | .0        | .0        | .0        |
| 2. 2010.....                       | 730                         | 3,186     | .0        | .0        | .0        |
| 3. 2011.....                       | XXX                         | .0        | 267       | 267       | 267       |
| 4. 2012.....                       | XXX                         | XXX       | .0        | (53)      | (53)      |
| 5. 2013.....                       | XXX                         | XXX       | XXX       | 15,460    | 19,153    |
| 6. 2014.....                       | XXX                         | XXX       | XXX       | XXX       | 35,304    |

Section B - Incurred Health Claims - Medicare

| Year in Which Losses Were Incurred | Sum of Cumulative Net Amount Paid and Claim Liability,<br>Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year |           |           |           |           |
|------------------------------------|---|-----------|-----------|-----------|-----------|
|                                    | 1<br>2010   | 2<br>2011 | 3<br>2012 | 4<br>2013 | 5<br>2014 |
| 1. Prior .....                     | 908,817   | 905,137   | .0        | .0        | .0        |
| 2. 2010.....                       | 730   | 3,196     | .0        | .0        | .0        |
| 3. 2011.....                       | XXX   | .0        | 267       | 267       | 267       |
| 4. 2012.....                       | XXX   | XXX       | .0        | (53)      | (53)      |
| 5. 2013.....                       | XXX   | XXX       | XXX       | 19,039    | 19,154    |
| 6. 2014.....                       | XXX   | XXX       | XXX       | XXX       | 42,520    |

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Medicare

| Years in which<br>Premiums were Earned and Claims<br>were Incurred | 1<br><br>Premiums Earned | 2<br><br>Claims Payments | 3<br><br>Claim Adjustment<br>Expense<br>Payments | 4<br><br>(Col. 3/2)<br>Percent | 5<br><br>Claim and Claim<br>Adjustment<br>Expense<br>Payments<br>(Col. 2+3) | 6<br><br>(Col. 5/1)<br>Percent | 7<br><br>Claims Unpaid | 8<br><br>Unpaid Claims<br>Adjustment<br>Expenses | 9<br><br>Total Claims and<br>Claims<br>Adjustment<br>Expense Incurred<br>(Col. 5+7+8) | 10<br><br>(Col. 9/1)<br>Percent |
|--|--------------------------|--------------------------|--|--------------------------------|---|--------------------------------|------------------------|--|---|---------------------------------|
| 1. 2010.....   | 701                      | .0                       |  | 0.0                            | .0  | 0.0                            |                        |  | .0  | 0.0                             |
| 2. 2011.....   | 191                      | 267                      |  | 0.0                            | 267   | 139.8                          |                        |  | 267   | 139.8                           |
| 3. 2012.....   | 453                      | (53)                     |  | 0.0                            | (53)  | (11.7)                         |                        |  | (53)  | (11.7)                          |
| 4. 2013.....   | 23,479                   | 19,153                   |  | 0.0                            | 19,153  | 81.6                           | 2                      |  | 19,155  | 81.6                            |
| 5. 2014.....   | 39,793                   | 35,304                   | 887  | 2.5                            | 36,191  | 90.9                           | 7,216                  | 60   | 43,467  | 109.2                           |

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(000 Omitted)

Section A - Paid Health Claims - Title XIX Medicaid

| Year in Which Losses Were Incurred | Cumulative Net Amounts Paid |           |           |           |           |
|------------------------------------|-----------------------------|-----------|-----------|-----------|-----------|
|                                    | 1<br>2010                   | 2<br>2011 | 3<br>2012 | 4<br>2013 | 5<br>2014 |
| 1. Prior .....                     | .0                          | .0        | .0        | .0        | .0        |
| 2. 2010.....                       | .0                          | .0        | .0        | .0        | .0        |
| 3. 2011.....                       | XXX                         | 27,897    | 79,210    | 79,210    | 79,210    |
| 4. 2012.....                       | XXX                         | XXX       | 435,252   | 515,948   | 515,948   |
| 5. 2013.....                       | XXX                         | XXX       | XXX       | 967,114   | 1,080,055 |
| 6. 2014.....                       | XXX                         | XXX       | XXX       | XXX       | 1,598,463 |

Section B – Incurred Health Claims - Title XIX Medicaid

| Year in Which Losses Were Incurred | Sum of Cumulative Net Amount Paid and Claim Liability,<br>Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year |           |           |           |           |
|------------------------------------|---|-----------|-----------|-----------|-----------|
|                                    | 1<br>2010   | 2<br>2011 | 3<br>2012 | 4<br>2013 | 5<br>2014 |
| 1. Prior .....                     | .0  | .0        | .0        | .0        | .0        |
| 2. 2010.....                       | .0  | .0        | .0        | .0        | .0        |
| 3. 2011.....                       | XXX   | 55,145    | 77,914    | 79,210    | 79,210    |
| 4. 2012.....                       | XXX   | XXX       | 523,636   | 515,983   | 515,948   |
| 5. 2013.....                       | XXX   | XXX       | XXX       | 1,092,566 | 1,096,416 |
| 6. 2014.....                       | XXX   | XXX       | XXX       | XXX       | 1,855,555 |

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Title XIX Medicaid

| Years in which<br>Premiums were Earned and Claims<br>were Incurred | 1<br><br>Premiums Earned | 2<br><br>Claims Payments | 3<br><br>Claim Adjustment<br>Expense<br>Payments | 4<br><br>(Col. 3/2)<br>Percent | 5<br><br>Claim and Claim<br>Adjustment<br>Expense<br>Payments<br>(Col. 2+3) | 6<br><br>(Col. 5/1)<br>Percent | 7<br><br>Claims Unpaid | 8<br><br>Unpaid Claims<br>Adjustment<br>Expenses | 9<br><br>Total Claims and<br>Claims<br>Adjustment<br>Expense Incurred<br>(Col. 5+7+8) | 10<br><br>(Col. 9/1)<br>Percent |
|--|--------------------------|--------------------------|--|--------------------------------|---|--------------------------------|------------------------|--|---|---------------------------------|
| 1. 2010.....   | .0                       | .0                       |  | .0                             | .0  | .0                             |                        |  | .0  | .0                              |
| 2. 2011.....   | 52,697                   | 79,210                   |  | .0                             | 79,210  | 150.3                          |                        |  | 79,210  | 150.3                           |
| 3. 2012.....   | 584,334                  | 515,948                  |  | .0                             | 515,948   | 88.3                           |                        |  | 515,948   | 88.3                            |
| 4. 2013.....   | 1,223,272                | 1,080,055                |  | .0                             | 1,080,055   | 88.3                           | 16,361                 |  | 1,096,416   | 89.6                            |
| 5. 2014.....   | 1,718,865                | 1,598,463                | 38,682   | 2.4                            | 1,637,145   | 95.2                           | 257,091                | 2,111  | 1,896,347   | 110.3                           |

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(000 Omitted)

Section A - Paid Health Claims - Other

| Year in Which Losses Were Incurred | Cumulative Net Amounts Paid |           |           |           |           |
|------------------------------------|-----------------------------|-----------|-----------|-----------|-----------|
|                                    | 1<br>2010                   | 2<br>2011 | 3<br>2012 | 4<br>2013 | 5<br>2014 |
| 1. Prior .....                     | 54,752                      | 54,752    | 54,752    | 54,752    | 54,752    |
| 2. 2010 .....                      | 40,508                      | 41,376    | 41,376    | 41,376    | 41,376    |
| 3. 2011 .....                      | XXX                         | 49,816    | 51,288    | 51,288    | 51,288    |
| 4. 2012 .....                      | XXX                         | XXX       | 45,382    | 45,150    | 45,150    |
| 5. 2013 .....                      | XXX                         | XXX       | XXX       | 51,389    | 51,904    |
| 6. 2014 .....                      | XXX                         | XXX       | XXX       | XXX       | 70,136    |

Section B – Incurred Health Claims - Other

| Year in Which Losses Were Incurred | Sum of Cumulative Net Amount Paid and Claim Liability,<br>Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year |           |           |           |           |
|------------------------------------|---|-----------|-----------|-----------|-----------|
|                                    | 1<br>2010   | 2<br>2011 | 3<br>2012 | 4<br>2013 | 5<br>2014 |
| 1. Prior .....                     | 54,752  | 54,752    | 54,752    | 54,752    | 54,752    |
| 2. 2010 .....                      | 41,850  | 41,919    | 41,376    | 41,376    | 41,376    |
| 3. 2011 .....                      | XXX   | 51,262    | 51,288    | 51,288    | 51,288    |
| 4. 2012 .....                      | XXX   | XXX       | 46,594    | 45,150    | 45,150    |
| 5. 2013 .....                      | XXX   | XXX       | XXX       | 52,327    | 51,904    |
| 6. 2014 .....                      | XXX   | XXX       | XXX       | XXX       | 72,086    |

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Other

| Years in which<br>Premiums were Earned and Claims<br>were Incurred | 1<br><br>Premiums Earned | 2<br><br>Claims Payments | 3<br><br>Claim Adjustment<br>Expense<br>Payments | 4<br><br>(Col. 3/2)<br>Percent | 5<br>Claim and Claim<br>Adjustment<br>Expense<br>Payments<br>(Col. 2+3) | 6<br><br>(Col. 5/1)<br>Percent | 7<br><br>Claims Unpaid | 8<br><br>Unpaid Claims<br>Adjustment<br>Expenses | 9<br>Total Claims and<br>Claims<br>Adjustment<br>Expense Incurred<br>(Col. 5+7+8) | 10<br><br>(Col. 9/1)<br>Percent |
|--|--------------------------|--------------------------|--|--------------------------------|---|--------------------------------|------------------------|--|---|---------------------------------|
| 1. 2010 .....  | 51,325                   | 41,376                   |  | 0.0                            | 41,376  | 80.6                           |                        |  | 41,376  | 80.6                            |
| 2. 2011 .....  | 69,021                   | 51,288                   |  | 0.0                            | 51,288  | 74.3                           |                        |  | 51,288  | 74.3                            |
| 3. 2012 .....  | 61,127                   | 45,150                   |  | 0.0                            | 45,150  | 73.9                           |                        |  | 45,150  | 73.9                            |
| 4. 2013 .....  | 61,920                   | 51,904                   |  | 0.0                            | 51,904  | 83.8                           |                        |  | 51,904  | 83.8                            |
| 5. 2014 .....  | 79,823                   | 70,136                   | 1,491  | 2.1                            | 71,627  | 89.7                           | 1,950                  |  | 73,577  | 92.2                            |

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(000 Omitted)

Section A - Paid Health Claims - Grand Total

| Year in Which Losses Were Incurred | Cumulative Net Amounts Paid |           |           |           |           |
|------------------------------------|-----------------------------|-----------|-----------|-----------|-----------|
|                                    | 1<br>2010                   | 2<br>2011 | 3<br>2012 | 4<br>2013 | 5<br>2014 |
| 1. Prior .....                     | 959,889                     | 959,889   | 54,752    | 54,752    | 54,752    |
| 2. 2010.....                       | 41,238                      | 44,562    | 41,376    | 41,376    | 41,376    |
| 3. 2011.....                       | XXX                         | 83,821    | 141,320   | 141,320   | 141,320   |
| 4. 2012.....                       | XXX                         | XXX       | 663,797   | 750,098   | 750,098   |
| 5. 2013.....                       | XXX                         | XXX       | XXX       | 1,093,897 | 1,217,766 |
| 6. 2014.....                       | XXX                         | XXX       | XXX       | XXX       | 1,790,909 |

Section B - Incurred Health Claims - Grand Total

| Year in Which Losses Were Incurred | Sum of Cumulative Net Amount Paid and Claim Liability,<br>Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year |           |           |           |           |
|------------------------------------|---|-----------|-----------|-----------|-----------|
|                                    | 1<br>2010   | 2<br>2011 | 3<br>2012 | 4<br>2013 | 5<br>2014 |
| 1. Prior .....                     | 963,569   | 959,889   | 54,752    | 54,752    | 54,752    |
| 2. 2010.....                       | 42,580  | 45,115    | 41,376    | 41,376    | 41,376    |
| 3. 2011.....                       | XXX   | 139,734   | 139,835   | 141,320   | 141,320   |
| 4. 2012.....                       | XXX   | XXX       | 757,970   | 750,473   | 750,438   |
| 5. 2013.....                       | XXX   | XXX       | XXX       | 1,232,554 | 1,234,128 |
| 6. 2014.....                       | XXX   | XXX       | XXX       | XXX       | 2,061,356 |

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Grand Total

| Years in which<br>Premiums were Earned and Claims<br>were Incurred | 1<br><br>Premiums Earned | 2<br><br>Claims Payments | 3<br><br>Claim Adjustment<br>Expense<br>Payments | 4<br><br>(Col. 3/2)<br>Percent | 5<br>Claim and Claim<br>Adjustment<br>Expense<br>Payments<br>(Col. 2+3) | 6<br><br>(Col. 5/1)<br>Percent | 7<br><br>Claims Unpaid | 8<br><br>Unpaid Claims<br>Adjustment<br>Expenses | 9<br>Total Claims and<br>Claims<br>Adjustment<br>Expense Incurred<br>(Col. 5+7+8) | 10<br><br>(Col. 9/1)<br>Percent |
|--|--------------------------|--------------------------|--|--------------------------------|---|--------------------------------|------------------------|--|---|---------------------------------|
| 1. 2010.....   | 52,026                   | 41,376                   | 0  | 0.0                            | 41,376  | 79.5                           | 0                      | 0  | 41,376  | 79.5                            |
| 2. 2011.....   | 155,457                  | 141,320                  | 0  | 0.0                            | 141,320   | 90.9                           | 0                      | 0  | 141,320   | 90.9                            |
| 3. 2012.....   | 743,683                  | 750,098                  | 0  | 0.0                            | 750,098   | 100.9                          | 0                      | 0  | 750,098   | 100.9                           |
| 4. 2013.....   | 1,403,689                | 1,217,766                | 0  | 0.0                            | 1,217,766   | 86.8                           | 16,791                 | 0  | 1,234,557   | 88.0                            |
| 5. 2014.....   | 1,931,442                | 1,790,909                | 42,909   | 2.4                            | 1,833,818   | 94.9                           | 270,446                | 2,203  | 2,106,467   | 109.1                           |



UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

|   | 1         | 2  | 3                      | 4           | 5           | 6  | 7                       | 8                     | 9     |
|---|-----------|--|------------------------|-------------|-------------|--|-------------------------|-----------------------|-------|
|   | Total     | Comprehensive<br>(Hospital &<br>Medical) | Medicare<br>Supplement | Dental Only | Vision Only | Federal<br>Employees<br>Health Benefit<br>Plan | Title XVIII<br>Medicare | Title XIX<br>Medicaid | Other |
| 1. Unearned premium reserves.....   | .0        |  |                        |             |             |  |                         |                       |       |
| 2. Additional policy reserves (a).....  | .0        |  |                        |             |             |  |                         |                       |       |
| 3. Reserve for future contingent benefits.....  | .0        |  |                        |             |             |  |                         |                       |       |
| 4. Reserve for rate credits or experience rating refunds (including<br>\$ ..... for investment income)..... | 8,912,025 |  |                        |             |             |  |                         | 8,912,025             |       |
| 5. Aggregate write-ins for other policy reserves .....  | .0        | .0                                       | .0                     | .0          | .0          | .0   | .0                      | .0                    | .0    |
| 6. Totals (gross) .....   | 8,912,025 | .0                                       | .0                     | .0          | .0          | .0   | .0                      | 8,912,025             | .0    |
| 7. Reinsurance ceded .....  | .0        |  |                        |             |             |  |                         |                       |       |
| 8. Totals (Net) (Page 3, Line 4)  | 8,912,025 | 0  | 0                      | 0           | 0           | 0  | 0                       | 8,912,025             | 0     |
| 9. Present value of amounts not yet due on claims .....   | .0        |  |                        |             |             |  |                         |                       |       |
| 10. Reserve for future contingent benefits .....  | .0        |  |                        |             |             |  |                         |                       |       |
| 11. Aggregate write-ins for other claim reserves .....  | .0        | .0                                       | .0                     | .0          | .0          | .0   | .0                      | .0                    | .0    |
| 12. Totals (gross) .....  | .0        | .0                                       | .0                     | .0          | .0          | .0   | .0                      | .0                    | .0    |
| 13. Reinsurance ceded .....   | .0        |  |                        |             |             |  |                         |                       |       |
| 14. Totals (Net) (Page 3, Line 7)   | 0         | 0  | 0                      | 0           | 0           | 0  | 0                       | 0                     | 0     |
| DETAILS OF WRITE-INS  |           |  |                        |             |             |  |                         |                       |       |
| 0501. ....  |           |  |                        |             |             |  |                         |                       |       |
| 0502. ....  |           |  |                        |             |             |  |                         |                       |       |
| 0503. ....  |           |  |                        |             |             |  |                         |                       |       |
| 0598. Summary of remaining write-ins for Line 5 from overflow page .....                                    | .0        | .0                                       | .0                     | .0          | .0          | .0   | .0                      | .0                    | .0    |
| 0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)   | 0         | 0  | 0                      | 0           | 0           | 0  | 0                       | 0                     | 0     |
| 1101. ....  |           |  |                        |             |             |  |                         |                       |       |
| 1102. ....  |           |  |                        |             |             |  |                         |                       |       |
| 1103. ....  |           |  |                        |             |             |  |                         |                       |       |
| 1198. Summary of remaining write-ins for Line 11 from overflow page .....                                   | .0        | .0                                       | .0                     | .0          | .0          | .0   | .0                      | .0                    | .0    |
| 1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)  | 0         | 0  | 0                      | 0           | 0           | 0  | 0                       | 0                     | 0     |

(a) Includes \$ ..... premium deficiency reserve.

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 3 - ANALYSIS OF EXPENSES

|   | Claim Adjustment Expenses            |  | 3<br>General<br>Administrative<br>Expenses | 4<br>Investment<br>Expenses | 5<br>Total  |
|---|--------------------------------------|--|--|-----------------------------|-------------|
|   | 1<br>Cost<br>Containment<br>Expenses | 2<br>Other Claim<br>Adjustment<br>Expenses |  |                             |             |
| 1. Rent (\$ .....for occupancy of own building) .....                     | 765,703                              | 1,039,284                                  | 2,493,386                                  |                             | 4,298,373   |
| 2. Salaries, wages and other benefits .....                               | 12,274,531                           | 16,660,143                                 | 40,596,458                                 |                             | 69,531,132  |
| 3. Commissions (less \$ .....ceded plus<br>\$ .....assumed) .....         | 167,097                              | 226,800                                    | 2,581,804                                  |                             | 2,975,701   |
| 4. Legal fees and expenses .....  | 1,457,930                            | 1,978,840                                  | 4,747,509                                  |                             | 8,184,279   |
| 5. Certifications and accreditation fees .....                            | 0                                    | 0  | 0  |                             | 0           |
| 6. Auditing, actuarial and other consulting services .....                | 284,408                              | 386,025                                    | 930,368                                    |                             | 1,600,801   |
| 7. Traveling expenses .....   | 254,319                              | 345,185                                    | 848,133                                    |                             | 1,447,637   |
| 8. Marketing and advertising .....  | 52,704                               | 71,535                                     | 696,758                                    |                             | 820,997     |
| 9. Postage, express and telephone .....                                   | 1,529,466                            | 2,075,934                                  | 5,027,778                                  |                             | 8,633,178   |
| 10. Printing and office supplies .....                                    | 2,133,393                            | 2,895,640                                  | 7,214,302                                  |                             | 12,243,335  |
| 11. Occupancy, depreciation and amortization .....                        | 1,581,200                            | 2,146,153                                  | 5,148,918                                  |                             | 8,876,271   |
| 12. Equipment .....   | 497,672                              | 675,486                                    | 1,620,585                                  |                             | 2,793,743   |
| 13. Cost or depreciation of EDP equipment and software .....              | 0                                    | 0  | 0  |                             | 0           |
| 14. Outsourced services including EDP, claims, and other services .....   | 7,661,948                            | 10,399,513                                 | 30,886,090                                 |                             | 48,947,551  |
| 15. Boards, bureaus and association fees .....                            | 615,029                              | 834,775                                    | 2,053,540                                  |                             | 3,503,344   |
| 16. Insurance, except on real estate .....                                | 258,517                              | 350,884                                    | 842,942                                    |                             | 1,452,343   |
| 17. Collection and bank service charges .....                             | 102,452                              | 139,058                                    | 333,617                                    |                             | 575,127     |
| 18. Group service and administration fees .....                           | 0                                    | 0  | 0  |                             | 0           |
| 19. Reimbursements by uninsured plans .....                               | 0                                    | 0  | 0  |                             | 0           |
| 20. Reimbursements from fiscal intermediaries .....                       | 0                                    | 0  | 0  |                             | 0           |
| 21. Real estate expenses .....  | 0                                    | 0  | 0  |                             | 0           |
| 22. Real estate taxes .....   | 0                                    | 0  | 15,158                                     |                             | 15,158      |
| 23. Taxes, licenses and fees:   |                                      |  |  |                             |             |
| 23.1 State and local insurance taxes .....                                | 393,406                              | 533,968                                    | 4,774,757                                  |                             | 5,702,131   |
| 23.2 State premium taxes .....  | 0                                    | 0  | 0  |                             | 0           |
| 23.3 Regulatory authority licenses and fees .....                         | 0                                    | 0  | 0  |                             | 0           |
| 23.4 Payroll taxes .....  | 893,928                              | 1,213,323                                  | 2,976,508                                  |                             | 5,083,759   |
| 23.5 Other (excluding federal income and real estate taxes) .....         | 7,802                                | 10,590                                     | (164,599)                                  |                             | (146,207)   |
| 24. Investment expenses not included elsewhere .....                      |                                      |  |  |                             | 0           |
| 25. Aggregate write-ins for expenses .....                                | 0                                    | 0  | 20,616,483                                 | 0                           | 20,616,483  |
| 26. Total expenses incurred (Lines 1 to 25) .....                         | 30,931,505                           | 41,983,136                                 | 134,240,495                                | 0 (a) .....                 | 207,155,136 |
| 27. Less expenses unpaid December 31, current year .....                  |                                      | 2,203,012                                  | 2,109,261                                  |                             | 4,312,273   |
| 28. Add expenses unpaid December 31, prior year .....                     | 0                                    | 1,461,883                                  | 1,898,459                                  | 0                           | 3,360,342   |
| 29. Amounts receivable relating to uninsured plans, prior year .....      | 0                                    | 0  | 0  | 0                           | 0           |
| 30. Amounts receivable relating to uninsured plans, current year .....    |                                      |  |  |                             | 0           |
| 31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)      | 30,931,505                           | 41,242,007                                 | 134,029,693                                | 0                           | 206,203,205 |
| DETAILS OF WRITE-INS  |                                      |  |  |                             |             |
| 2501. Fines and Penalties.....  |                                      |  | 23,071                                     |                             | 23,071      |
| 2502. ACA industry fee.....   |                                      |  | 20,593,412                                 |                             | 20,593,412  |
| 2503. ....  |                                      |  |  |                             |             |
| 2598. Summary of remaining write-ins for Line 25 from overflow page ..... | 0                                    | 0  | 0  | 0                           | 0           |
| 2599. Totals (Line 2501 through 2503 plus 2598) (Line 25 above)           | 0                                    | 0  | 20,616,483                                 | 0                           | 20,616,483  |

(a) Includes management fees of \$ .....172,896,845 to affiliates and \$ .....to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

|                      |   | 1                        | 2                     |
|----------------------|---|--------------------------|-----------------------|
|                      |   | Collected<br>During Year | Earned<br>During Year |
| 1.                   | U.S. Government bonds .....   | (a).....18,479           | .....18,479           |
| 1.1                  | Bonds exempt from U.S. tax .....  | (a).....                 | .....                 |
| 1.2                  | Other bonds (unaffiliated) .....  | (a).....(339,222)        | .....101,301          |
| 1.3                  | Bonds of affiliates .....   | (a).....0                | .....                 |
| 2.1                  | Preferred stocks (unaffiliated) .....                                     | (b).....0                | .....                 |
| 2.11                 | Preferred stocks of affiliates .....                                      | (b).....0                | .....                 |
| 2.2                  | Common stocks (unaffiliated) .....  | .....0                   | .....                 |
| 2.21                 | Common stocks of affiliates .....   | .....0                   | .....                 |
| 3.                   | Mortgage loans .....  | (c).....                 | .....                 |
| 4.                   | Real estate .....   | (d).....                 | .....                 |
| 5.                   | Contract loans .....  | .....                    | .....                 |
| 6.                   | Cash, cash equivalents and short-term investments .....                   | (e).....1,222,187        | .....871,483          |
| 7.                   | Derivative instruments .....  | (f).....                 | .....                 |
| 8.                   | Other invested assets .....   | .....                    | .....                 |
| 9.                   | Aggregate write-ins for investment income .....                           | .....0                   | .....0                |
| 10.                  | Total gross investment income .....                                       | 901,444                  | 991,263               |
| 11.                  | Investment expenses .....   |                          | (g).....              |
| 12.                  | Investment taxes, licenses and fees, excluding federal income taxes ..... |                          | (g).....              |
| 13.                  | Interest expense .....  |                          | (h).....              |
| 14.                  | Depreciation on real estate and other invested assets .....               |                          | (i).....              |
| 15.                  | Aggregate write-ins for deductions from investment income .....           |                          | .....0                |
| 16.                  | Total deductions (Lines 11 through 15) .....                              |                          | .....0                |
| 17.                  | Net investment income (Line 10 minus Line 16) .....                       |                          | 991,263               |
| DETAILS OF WRITE-INS |   |                          |                       |
| 0901.                | .....   | .....                    | .....                 |
| 0902.                | .....   | .....                    | .....                 |
| 0903.                | .....   | .....                    | .....                 |
| 0998.                | Summary of remaining write-ins for Line 9 from overflow page .....        | .....0                   | .....0                |
| 0999.                | Totals (Lines 0901 through 0903 plus 0998) (Line 9 above) .....           | 0                        | 0                     |
| 1501.                | .....   |                          |                       |
| 1502.                | .....   |                          |                       |
| 1503.                | .....   |                          |                       |
| 1598.                | Summary of remaining write-ins for Line 15 from overflow page .....       |                          | .....0                |
| 1599.                | Totals (Lines 1501 through 1503 plus 1598) (Line 15 above) .....          |                          | 0                     |

(a) Includes \$ .....accrual of discount less \$ .....244,521 amortization of premium and less \$ .....444,971 paid for accrued interest on purchases.  
(b) Includes \$ .....accrual of discount less \$ ..... amortization of premium and less \$ .....0 paid for accrued dividends on purchases.  
(c) Includes \$ .....0 accrual of discount less \$ .....0 amortization of premium and less \$ ..... paid for accrued interest on purchases.  
(d) Includes \$ .....for company's occupancy of its own buildings; and excludes \$ ..... interest on encumbrances.  
(e) Includes \$ .....68 accrual of discount less \$ .....130,959 amortization of premium and less \$ ..... paid for accrued interest on purchases.  
(f) Includes \$ .....accrual of discount less \$ ..... amortization of premium.  
(g) Includes \$ .....investment expenses and \$ .....investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.  
(h) Includes \$ .....interest on surplus notes and \$ ..... interest on capital notes.  
(i) Includes \$ .....depreciation on real estate and \$ ..... depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

|                      |  | 1  | 2                                | 3  | 4  | 5  |
|----------------------|--|--|----------------------------------|--|--|--|
|                      |  | Realized<br>Gain (Loss)<br>On Sales or<br>Maturity | Other<br>Realized<br>Adjustments | Total Realized Capital<br>Gain (Loss)<br>(Columns 1 + 2) | Change in<br>Unrealized Capital<br>Gain (Loss) | Change in<br>Unrealized Foreign<br>Exchange Capital<br>Gain (Loss) |
| 1.                   | U.S. Government bonds .....  |  |                                  | .....0   |  |  |
| 1.1                  | Bonds exempt from U.S. tax .....                                   |  |                                  | .....0   |  |  |
| 1.2                  | Other bonds (unaffiliated) .....                                   |  |                                  | .....0   |  |  |
| 1.3                  | Bonds of affiliates .....  | .....0   | .....0                           | .....0   | .....0   | .....0   |
| 2.1                  | Preferred stocks (unaffiliated) .....                              | .....0   | .....0                           | .....0   | .....0   | .....0   |
| 2.11                 | Preferred stocks of affiliates .....                               | .....0   | .....0                           | .....0   | .....0   | .....0   |
| 2.2                  | Common stocks (unaffiliated) .....                                 | .....0   | .....0                           | .....0   | .....0   | .....0   |
| 2.21                 | Common stocks of affiliates .....                                  | .....0   | .....0                           | .....0   | .....0   | .....0   |
| 3.                   | Mortgage loans .....   | .....0   | .....0                           | .....0   | .....0   | .....0   |
| 4.                   | Real estate .....  | .....0   | .....0                           | .....0   |  | .....0   |
| 5.                   | Contract loans .....   |  |                                  | .....0   |  |  |
| 6.                   | Cash, cash equivalents and short-term investments .....            |  |                                  | .....0   | .....0   | .....0   |
| 7.                   | Derivative instruments .....                                       |  |                                  | .....0   |  |  |
| 8.                   | Other invested assets .....  | .....0   | .....0                           | .....0   | .....0   | .....0   |
| 9.                   | Aggregate write-ins for capital gains (losses) .....               | .....0   | .....0                           | .....0   | .....0   | .....0   |
| 10.                  | Total capital gains (losses) .....                                 | 0  | 0                                | 0  | 0  | 0  |
| DETAILS OF WRITE-INS |  |  |                                  |  |  |  |
| 0901.                | .....  |  |                                  |  |  |  |
| 0902.                | .....  |  |                                  |  |  |  |
| 0903.                | .....  |  |                                  |  |  |  |
| 0998.                | Summary of remaining write-ins for Line 9 from overflow page ..... | .....0   | .....0                           | .....0   | .....0   | .....0   |
| 0999.                | Totals (Lines 0901 through 0903 plus 0998) (Line 9 above) .....    | 0  | 0                                | 0  | 0  | 0  |

EXHIBIT OF NONADMITTED ASSETS

|  | 1  | 2                                      | 3  |
|--|--|--|--|
|  | Current Year Total<br>Nonadmitted Assets | Prior Year Total<br>Nonadmitted Assets | Change in Total<br>Nonadmitted Assets<br>(Col. 2 - Col. 1) |
| 1. Bonds (Schedule D).....   | 0  | 0                                      | 0  |
| 2. Stocks (Schedule D):  |  |  |  |
| 2.1 Preferred stocks .....   | 0  | 0                                      | 0  |
| 2.2 Common stocks .....  | 0  | 0                                      | 0  |
| 3. Mortgage loans on real estate (Schedule B):   |  |  |  |
| 3.1 First liens .....  | 0  | 0                                      | 0  |
| 3.2 Other than first liens .....   | 0  | 0                                      | 0  |
| 4. Real estate (Schedule A):   |  |  |  |
| 4.1 Properties occupied by the company .....   | 0  | 0                                      | 0  |
| 4.2 Properties held for the production of income.....  | 0  | 0                                      | 0  |
| 4.3 Properties held for sale .....   | 0  | 0                                      | 0  |
| 5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and<br>short-term investments (Schedule DA).....     | 0  | 0                                      | 0  |
| 6. Contract loans .....  | 0  | 0                                      | 0  |
| 7. Derivatives (Schedule DB).....  | 0  | 0                                      | 0  |
| 8. Other invested assets (Schedule BA) .....   | 0  | 0                                      | 0  |
| 9. Receivables for securities .....  | 0  | 0                                      | 0  |
| 10. Securities lending reinvested collateral assets (Schedule DL).....   | 0  | 0                                      | 0  |
| 11. Aggregate write-ins for invested assets .....  | 0  | 0                                      | 0  |
| 12. Subtotals, cash and invested assets (Lines 1 to 11) .....  | 0  | 0                                      | 0  |
| 13. Title plants (for Title insurers only).....  | 0  | 0                                      | 0  |
| 14. Investment income due and accrued .....  | 0  | 0                                      | 0  |
| 15. Premiums and considerations:   |  |  |  |
| 15.1 Uncollected premiums and agents' balances in the course of<br>collection.....                                     | 0  | 0                                      | 0  |
| 15.2 Deferred premiums, agents' balances and installments booked but deferred<br>and not yet due.....                  | 0  | 0                                      | 0  |
| 15.3 Accrued retrospective premiums.....   | 0  | 0                                      | 0  |
| 16. Reinsurance:   |  |  |  |
| 16.1 Amounts recoverable from reinsurers .....   | 0  | 0                                      | 0  |
| 16.2 Funds held by or deposited with reinsured companies .....   | 0  | 0                                      | 0  |
| 16.3 Other amounts receivable under reinsurance contracts .....  | 0  | 0                                      | 0  |
| 17. Amounts receivable relating to uninsured plans .....   | 0  | 0                                      | 0  |
| 18.1 Current federal and foreign income tax recoverable and interest thereon .....                                     | 0  | 0                                      | 0  |
| 18.2 Net deferred tax asset.....   | 0  | 0                                      | 0  |
| 19. Guaranty funds receivable or on deposit .....  | 0  | 0                                      | 0  |
| 20. Electronic data processing equipment and software.....   | 0  | 0                                      | 0  |
| 21. Furniture and equipment, including health care delivery assets .....   | 0  | 0                                      | 0  |
| 22. Net adjustment in assets and liabilities due to foreign exchange rates .....                                       | 0  | 0                                      | 0  |
| 23. Receivables from parent, subsidiaries and affiliates .....   | 8,811,908                                | 9,675,337                              | 863,429  |
| 24. Health care and other amounts receivable.....  | 6,232,424                                | 112,577                                | (6,119,847)  |
| 25. Aggregate write-ins for other-than-invested assets .....   | 1,252,987                                | 2,480,065                              | 1,227,078  |
| 26. Total assets excluding Separate Accounts, Segregated Accounts and<br>Protected Cell Accounts (Lines 12 to 25)..... | 16,297,319                               | 12,267,979                             | (4,029,340)  |
| 27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....                                       | 0  | 0                                      | 0  |
| 28. Total (Lines 26 and 27)  | 16,297,319                               | 12,267,979                             | (4,029,340)  |
| DETAILS OF WRITE-INS   |  |  |  |
| 1101. ....   |  | 0                                      | 0  |
| 1102. ....   |  |  |  |
| 1103. ....   |  |  |  |
| 1198. Summary of remaining write-ins for Line 11 from overflow page .....  | 0  | 0                                      | 0  |
| 1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)   | 0  | 0                                      | 0  |
| 2501. Other non-admitted assets (prepaids).....  | 538,136                                  | 709,604                                | 171,468  |
| 2502. ASO prepayments.....   | 671,275                                  | 1,770,461                              | 1,099,186  |
| 2503. Deposits with providers.....   | 43,576                                   |  | (43,576)   |
| 2598. Summary of remaining write-ins for Line 25 from overflow page .....  | 0  | 0                                      | 0  |
| 2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)   | 1,252,987                                | 2,480,065                              | 1,227,078  |

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

| Source of Enrollment   | Total Members at End of |                    |                     |                    |                   | 6<br>Current Year<br>Member Months |
|--|-------------------------|--------------------|---------------------|--------------------|-------------------|------------------------------------|
|  | 1<br>Prior Year         | 2<br>First Quarter | 3<br>Second Quarter | 4<br>Third Quarter | 5<br>Current Year |                                    |
| 1. Health Maintenance Organizations.....                                 | 294,858                 | 375,845            | 396,032             | 412,930            | 425,376           | 4,731,385                          |
| 2. Provider Service Organizations.....                                   | .0                      |                    |                     |                    |                   |                                    |
| 3. Preferred Provider Organizations.....                                 | .0                      |                    |                     |                    |                   |                                    |
| 4. Point of Service.....   | .0                      |                    |                     |                    |                   |                                    |
| 5. Indemnity Only.....   | .0                      |                    |                     |                    |                   |                                    |
| 6. Aggregate write-ins for other lines of business.....                  | 63,689                  | 93,153             | 97,892              | 102,369            | 105,030           | 1,180,128                          |
| 7. Total   | 358,547                 | 468,998            | 493,924             | 515,299            | 530,406           | 5,911,513                          |
| DETAILS OF WRITE-INS   |                         |                    |                     |                    |                   |                                    |
| 0601. Medicare Part D.....   | 63,689                  | 93,153             | 97,892              | 102,369            | 105,030           | 1,180,128                          |
| 0602. ....   | .0                      |                    |                     |                    |                   |                                    |
| 0603. ....   |                         |                    |                     |                    |                   |                                    |
| 0698. Summary of remaining write-ins for Line 6 from overflow page ..... | .0                      | .0                 | .0                  | .0                 | .0                | .0                                 |
| 0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)          | 63,689                  | 93,153             | 97,892              | 102,369            | 105,030           | 1,180,128                          |

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of WellCare Health Insurance Company of Kentucky, Inc. (formerly known as WellCare Health Insurance of Illinois, Inc.) (the “Company”), domiciled in the state of Kentucky, are presented on the basis of accounting practices prescribed or permitted by the Kentucky Department of Insurance (the “Department”).

The Department recognizes only statutory accounting practices prescribed or permitted by the state of Kentucky for determining and reporting the financial condition and results of operations of an insurance company for determining its solvency under Kentucky insurance law. The National Association of Insurance Commissioners Accounting Practices and Procedures manual, (“NAIC SAP”) has been adopted as a component of prescribed or permitted practices by the state of Kentucky. The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. These modifications had no affect on statutory surplus.

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Kentucky is shown below:

|  | For the year ended December 31, |                       |
|--|---------------------------------|-----------------------|
|  | <u>2014</u>                     | <u>2013</u>           |
| Net Income (Loss) - Kentucky Basis             | \$ 88,988,656                   | \$ 38,874,044         |
| State Prescribed Practices - None              | -                               | -                     |
| State Permitted Practices - None               | -                               | -                     |
| Net Income (Loss) - NAIC SAP                   | <u>\$ 88,988,656</u>            | <u>\$ 38,874,044</u>  |
|  |                                 |                       |
|  | Balance at December 31,         |                       |
|  | <u>2014</u>                     | <u>2013</u>           |
| Statutory Capital and Surplus - Kentucky Basis | \$ 211,709,187                  | \$ 123,547,341        |
| State Prescribed Practices - None              | -                               | -                     |
| State Permitted Practices - None               | -                               | -                     |
| Statutory Capital and Surplus - NAIC SAP       | <u>\$ 211,709,187</u>           | <u>\$ 123,547,341</u> |

B. Uses of Estimates in the Preparation of the Financial Statements.

The preparation of financial statements in accordance with statutory accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The primary use of estimates are related to the Company’s reserve for claims unpaid. Actual results could differ significantly from those estimates.

C. Accounting Policy

We earn premium revenue through our participation in Medicaid and Medicare programs, including the Medicare Part D prescription drug program (Part D plans). We recognize premium revenue in the period in which we are obligated to provide services to our members. The Center for Medicare and Medicaid Services (CMS) provides risk-adjusted payments for Part D Plans based on the demographics and health severity of enrollees. We develop our estimates for risk-adjusted premiums utilizing historical experience, or other data, and predictive models as sufficient member risk score data becomes available over the course of each CMS plan year. Our Part D plan premiums are also subject to risk sharing through the CMS risk corridor provisions. The risk corridor calculation compares our actual experience to the target amount of prescription drug costs, limited to costs under the standard coverage as defined by CMS, less rebates included in our submitted plan year bid. We receive additional premium from CMS if our actual experience is more than 5% above the target amount. We refund premiums to CMS if our actual experience is more than 5% below the target amount. Based on the risk corridor provision and Part D plan activity-to-date, an estimated risk-sharing receivable or payable is recorded on as an adjustment to premium revenue.

Expenses incurred in connection with acquiring new insurance business are charged to operations as incurred. All other costs are charged to operations as incurred.

Beginning in 2014, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (collectively, the "ACA"), requires the establishment of a minimum medical loss ratio (“MLR”) for Medicare plans, requiring them to spend not less than 85% of premiums on medical benefits. The rules implementing the minimum MLR impose financial and other penalties for failing to achieve the minimum MLR, including requirements to refund to CMS shortfalls in amounts spent on medical benefits and termination of a plan’s MA contract for prolonged failure to achieve the minimum MLR.

## NOTES TO FINANCIAL STATEMENTS

MLR is determined by adding a plan's spending for clinical services, prescription drugs and other direct patient benefits, plus its total spending on quality improvement activities and dividing the total by earned premiums (after subtracting specific identified taxes and other fees). At December 31, 2014 we accrued an \$8,912,025 premium refund for the 2014 plan year associated with these contract provisions.

We receive certain prospective subsidy payments from CMS for our Part D members as a fixed monthly per member amount, based on the estimated costs of providing prescription drug benefits over the plan year, as reflected in our bids. Catastrophic reinsurance subsidies and the low-income cost sharing subsidies represent cost reimbursements under the Medicare Part D program. We are fully reimbursed by CMS for costs incurred for these contract elements and, accordingly, there is no insurance risk to us. Therefore, amounts received for these subsidies are not considered as premium revenue, and are reported, net of the subsidy benefits paid, as *Amounts receivable related to/Liability for amounts held under uninsured plans* in the statement of assets, liabilities, capital and surplus.

Amounts received from state agencies related to enhanced payments to primary care physicians pursuant to the Affordable Care Act are accounted for as an increase to liabilities since the Company's arrangement with the state is based on a "pass-through" methodology. The amount receivable at December 31, 2014 is \$12,616. Enhanced payments made to primary care physicians are accounted for as a reduction to liabilities.

1. *Short Term Investments* – are stated at amortized cost.
2. *Bonds* – Bonds not backed by other loans are stated at amortized cost using a straight line method of amortization (accretion) of discounts or premiums.
3. *Common Stocks* – None.
4. *Preferred Stocks* – None.
5. *Mortgage Loans* – None.
6. *Loan Backed Securities* – None.
7. *Investments in Subsidiaries, Controlled and Affiliated Companies* – None.
8. *Investments in Joint Ventures, Partnerships and Limited Liability Companies* – None.
9. *Derivatives* – None.
10. *Premium Deficiency* – None.
11. *Unpaid Losses and Loss Adjustment Expenses* – We recognize the cost of medical benefits in the period in which services are provided, including an estimate of the cost of hospital and medical benefits incurred but not reported ("IBNR"). Unpaid losses and loss adjustment expenses include direct medical expenses and certain medically-related administrative costs. Hospital and medical expenses include amounts paid or payable to hospitals, physicians and providers of ancillary services, such as laboratories and pharmacies. The Company contracts with these providers on a fee-for-service or capitated basis. Capitation costs represent contractual monthly fees paid to participating providers on a per-member-per-month basis, regardless of the medical services provided to members. We also record direct medical expenses for estimated referral claims related to health care providers under contract with us who are financially troubled or insolvent and who may not be able to honor their obligations for the costs of medical services provided by others. In these instances, we may be required to honor these obligations for legal or business reasons. Based on our current assessment of providers under contract with us, such losses have not been and are not expected to be significant. We record direct medical expense for our estimates of provider settlements due to clarification of contract terms, out-of-network reimbursement, claims payment differences and amounts due to contracted providers under risk-sharing arrangements as a reduction of direct medical expenses.

Unpaid losses include amounts for claims fully adjudicated but not yet paid and estimates for IBNR. Our estimate of IBNR is the most significant estimate included in our financial statements. We determine our best estimate of the base liability for IBNR utilizing consistent standard actuarial methodologies based upon key assumptions which vary by product. Our assumptions include current payment experience, trend factors, and completion factors. Trend factors used in our standard actuarial methodologies include contractual requirements, historic utilization trends, the interval between the date services are rendered and the date claims are paid, denied claims activity, disputed claims activity, benefits changes, expected health care cost inflation, seasonality patterns, maturity of lines of business, changes in membership and other factors.

After determining an estimate of the base liability for IBNR, we make an additional estimate, also using standard actuarial techniques, to account for adverse conditions that may cause actual claims to be higher than the estimated base reserve. We refer to this additional liability as the provision for moderately adverse conditions. Our estimate of the provision for moderately adverse conditions captures the potential adverse development from factors such as:

- our entry into new geographical markets;
- our provision of services to new populations such as the aged, blind and disabled;
- variations in utilization of benefits and increasing medical costs;
- changes in provider reimbursement arrangements;
- variations in claims processing speed and patterns, claims payment and the severity of claims; and
- health epidemics or outbreaks of disease such as the flu.

## NOTES TO FINANCIAL STATEMENTS

We consider the base actuarial model liability and the provision for moderately adverse conditions as part of our overall assessment of our IBNR estimate to properly reflect the complexity of our business and the need to account for different health care benefit packages among those states. We evaluate our estimates of unpaid losses and loss adjustment expenses as we obtain more complete claims information and medical expense trend data over time. Volatility in members' needs for medical services, provider claims submissions and our payment processes result in identifiable patterns emerging several months after the causes of deviations from our assumed trends occur. Changes in our estimates of unpaid losses and loss adjustment expenses cannot typically be explained by any single factor, but are the result of a number of interrelated variables, all of which influence the resulting medical cost trend. We record differences between actual experience and estimates used to establish the liability, which we refer to as favorable and unfavorable prior period developments, as increases or decreases to unpaid losses and loss adjustment expense in the period we identify the differences.

12. *Capitalization Policy* – N/A

13. *Pharmacy Rebates* - Pharmacy rebates are recorded on an accrual basis and are estimated based on invoices that have been prepared using actual prescriptions filled, historical utilization and contract terms and records such amounts as a reduction of total hospital and medical cost.

### 2. Accounting Changes and Correction of Errors

During the prior year's financial statement preparation, an error was discovered in the calculation historically used to determine the Medicare Part D risk corridor liability, which resulted in overstatement of the Company's liability to CMS for years 2008-2012. In December 2013, the Company recorded an adjustment to correct the error and revise the calculation of the Medicare Part D risk corridor liability related to these prior years. The correction amounted to \$153,023, net of tax, and was reported as an adjustment directly increasing unassigned funds (surplus) in accordance with SSAP No. 3, *Accounting Changes and Correction of Errors*. There was no impact to 2012 as the correction relates to years 2008-2011.

### 3. Business Combinations and Goodwill

None.

### 4. Discontinued Operations

None.

### 5. Investments

- A. Mortgage Loans, including Mezzanine Real Estate Loans – None
- B. Debt Restructuring – None
- C. Reverse Mortgages – None
- D. Loan-Backed Securities – None
- E. Repurchase Agreements and/or Securities Lending Transactions – None
- F. Real Estate – None
- G. Low Income Housing Tax Credits - None
- H. Restricted Assets (Including pledged).



NOTES TO FINANCIAL STATEMENTS

|  | (1)             | (2)             | (3)         | (4)           | (5)           | (6)                   |
|--|-----------------|-----------------|-------------|---------------|---------------|-----------------------|
|  |                 |                 |             |               | Percentage    | Percentage            |
|  | Total Gross     | Total Gross     | Increase/   | Total Current | Gross         | Admitted              |
|  | Restricted from | Restricted from | Decrease    | Year Admitted | Restricted to | Restricted to         |
| Restricted Asset Category  | Current Year    | Prior Year      | (1 minus 2) | Restricted    | Total Assets  | Total Admitted Assets |
| a. Subject to contractual obligation for which liability is not shown              | \$ -            | \$ -            | \$ -        | \$ -          | -             | -                     |
| b. Collateral held under security lending agreements                               | -               | -               | -           | -             | -             | -                     |
| c. Subject to repurchase agreements  | -               | -               | -           | -             | -             | -                     |
| d. Subject to reverse repurchase agreements  | -               | -               | -           | -             | -             | -                     |
| e. Subject to dollar repurchase agreements   | -               | -               | -           | -             | -             | -                     |
| f. Subject to dollar reverse repurchase agreements                                 | -               | -               | -           | -             | -             | -                     |
| g. Placed under option contracts   | -               | -               | -           | -             | -             | -                     |
| h. Letter stock or securities restricted as to sale - excluding FHLB capital stock | -               | -               | -           | -             | -             | -                     |
| i. FHLB capital stock  |                 |                 |             |               |               |                       |
| j. On deposit with states  | 3,695,253       | 3,716,392       | (21,139)    | 3,695,253     | 0.7%          | 0.7%                  |
| k. On deposit with other regulatory bodies   | -               | -               | -           | -             | -             | -                     |
| l. Pledged as collateral to FHLB   | -               | -               | -           | -             | -             | -                     |
| m. Pledged as collateral not captured in other categories                          | -               | -               | -           | -             | -             | -                     |
| n. Other restricted assets   | -               | -               | -           | -             |               |                       |
| o. Total restricted assets   | \$ 3,695,253    | \$ 3,716,392    | \$ (21,139) | \$ 3,695,253  | 0.7%          | 0.7%                  |

I. Working Capital Finance Investments – None.  
J. Offsetting and Netting of Assets and Liabilities – None.  
K. Structured Notes – None.

6. Joint Ventures, Partnerships and Limited Liability Companies  
None.

7. Investment Income  
A. All investment income due and accrued with amounts that are over 90 days past due is considered non-admitted.  
  
B. At December 31, 2014 and 2013 there was no non-admitted accrued interest income.

8. Derivative Instruments  
None.

9. Income Taxes  
A. Deferred Tax Assets

The components of the net deferred tax asset at December 31 are as follows:

NOTES TO FINANCIAL STATEMENTS

| (1)  | 2014         |         |              | 2013         |         |              |
|--|--------------|---------|--------------|--------------|---------|--------------|
|  | Ordinary     | Capital | Total        | Ordinary     | Capital | Total        |
| (a) Gross Deferred Tax Assets  | \$ 9,299,745 | \$ -    | \$ 9,299,745 | \$ 6,097,215 | \$ -    | \$ 6,097,215 |
| (b) Statutory Valuation Allowance Adjustments  | -            | -       | -            | -            | -       | -            |
| (c) Adjusted Gross Deferred Tax Assets   | 9,299,745    | -       | 9,299,745    | 6,097,215    | -       | 6,097,215    |
| (d) Deferred Tax Assets Nonadmitted  | -            | -       | -            | -            | -       | -            |
| (e) Subtotal Net Admitted Deferred Tax Asset   | 9,299,745    | -       | 9,299,745    | 6,097,215    | -       | 6,097,215    |
| (f) Deferred Tax Liabilities   | -            | -       | -            | -            | -       | -            |
| (g) Net Admitted Deferred Tax Asset/Liability  | \$ 9,299,745 | \$ -    | \$ 9,299,745 | \$ 6,097,215 | \$ -    | \$ 6,097,215 |
| (2)  |              |         |              |              |         |              |
| Admission Calculation Components   |              |         |              |              |         |              |
| (a) Federal Income Taxes Paid in Prior Years Recoverable Through Loss Carrybacks                             | \$ 9,299,745 | \$ -    | \$ 9,299,745 | \$ 6,097,215 | \$ -    | \$ 6,097,215 |
| (b) Adjusted Gross Deferred Tax Assets Expected to be Realized After Application of the Threshold Limitation | -            | -       | -            | -            | -       | -            |
| 1. Adjusted Gross Deferred Tax Asset Expected to be Realized Following the Balance Sheet Date                | -            | -       | -            | -            | -       | -            |
| 2. Adjusted Gross Deferred Tax Asset Allowed per Limitation Threshold  | -            | -       | 19,991,477   | -            | -       | 11,695,250   |
| (c) Adjusted Gross Deferred Tax Assets Offset by Gross Deferred Tax Liabilities                              | -            | -       | -            | -            | -       | -            |
| (d) Deferred Tax Assets Admitted as the result of application of SSAP No 101                                 | \$ 9,299,745 | \$ -    | \$ 9,299,745 | \$ 6,097,215 | \$ -    | \$ 6,097,215 |

| (1)  | Change       |         |              |
|--|--------------|---------|--------------|
|  | Ordinary     | Capital | Total        |
| (a) Gross Deferred Tax Assets  | \$ 3,202,530 | \$ -    | \$ 3,202,530 |
| (b) Statutory Valuation Allowance Adjustments  | -            | -       | -            |
| (c) Adjusted Gross Deferred Tax Assets   | 3,202,530    | -       | 3,202,530    |
| (d) Deferred Tax Assets Nonadmitted  | -            | -       | -            |
| (e) Subtotal Net Admitted Deferred Tax Asset   | 3,202,530    | -       | 3,202,530    |
| (f) Deferred Tax Liabilities   | -            | -       | -            |
| (g) Net Admitted Deferred Tax Asset/Liability  | \$ 3,202,530 | \$ -    | \$ 3,202,530 |
| (2)  |              |         |              |
| Admission Calculation Components   |              |         |              |
| (a) Federal Income Taxes Paid in Prior Years Recoverable Through Loss Carrybacks                             | \$ 3,202,530 | \$ -    | \$ 3,202,530 |
| (b) Adjusted Gross Deferred Tax Assets Expected to be Realized After Application of the Threshold Limitation | -            | -       | -            |
| 1. Adjusted Gross Deferred Tax Asset Expected to be Realized Following the Balance Sheet Date                | -            | -       | -            |
| 2. Adjusted Gross Deferred Tax Asset Allowed per Limitation Threshold  | -            | -       | 8,296,227    |
| (c) Adjusted Gross Deferred Tax Assets Offset by Gross Deferred Tax Liabilities                              | -            | -       | -            |
| (d) Deferred Tax Assets Admitted as the result of application of SSAP No 101                                 | \$ 3,202,530 | \$ -    | \$ 3,202,530 |

| (3)  | 2014           | 2013           |
|--|----------------|----------------|
|  |                |                |
| (a) Ratio Percentage Used to Determine Recovery Period and Threshold Limitation in 2(b)2 above                       | 289%           | 228%           |
| (b) Amount of Adjusted Capital and Surplus Used to Determine Recovery Period and Threshold Limitation in 2(b)2 above | \$ 199,914,773 | \$ 116,952,504 |

NOTES TO FINANCIAL STATEMENTS

| (4)<br>Impact of Tax-Planning Strategies   | 12/31/2014        |         | 12/31/2013 |         |
|--|-------------------|---------|------------|---------|
|  | Ordinary          | Capital | Ordinary   | Capital |
| (a) Determination of Adjusted Gross Deferred Tax Assets and Net Admitted Deferred Tax Assets, By Tax Character as a Percentage |                   |         |            |         |
| (1) Adjusted Gross DTA Amount  |                   |         |            |         |
| From Note 9A1c   | 9,299,745         | -       | 6,097,215  | -       |
| (2) Percentage of Adjusted Gross DT As By Tax Character Attributable To The Impact of Tax Planning Strategies                  | 0%                | 0%      | 0%         | 0%      |
| (3) Net Admitted Asjusted Gross DT As Amount From Note 9A1e  | 9,299,745         | -       | 6,097,215  |         |
| (4) Percentage of Net Admitted Adjusted Gross DT As By Tax Character Admitted Because of The Impact of Tax Planning Strategies | 0%                | 0%      | 0%         | 0%      |
| (b) Does the Company's tax-planning strategies include the use of reinsurance?   | <div>YesNoX</div> |         |            |         |

| (4)<br>Impact of Tax-Planning Strategies   | Change    |         |
|--|-----------|---------|
|  | Ordinary  | Capital |
| (a) Determination of Adjusted Gross Deferred Tax Assets and Net Admitted Deferred Tax Assets, By Tax Character as a Percentage |           |         |
| (1) Adjusted Gross DTA Amount  |           |         |
| From Note 9A1c   | 3,202,530 | -       |
| (2) Percentage of Adjusted Gross DT As By Tax Character Attributable To The Impact of Tax Planning Strategies                  | 0%        | 0%      |
| (3) Net Admitted Asjusted Gross DT As Amount From Note 9A1e  | 3,202,530 | -       |
| (4) Percentage of Net Admitted Adjusted Gross DT As By Tax Character Admitted Because of The Impact of Tax Planning Strategies | 0%        | 0%      |

B. Unrecognized Deferred Tax Liabilities – None.

C. Current income taxes incurred consist of the following major components:

| (1) Current Income Tax                         | 12/31/2014    | 12/31/2013    | Change        |
|--|---------------|---------------|---------------|
| (a) Federal                                    | \$ 61,653,964 | \$ 21,712,641 | \$ 39,941,323 |
| (b) Foreign                                    | -             |               |               |
| (c) Subtotal                                   | \$ 61,653,964 | \$ 21,712,641 | \$ 39,941,323 |
| (d) Federal income tax on net capital gains    | -             | -             | -             |
| (e) Utilization of capital loss carry-forwards | -             | -             | -             |
| (f) Other                                      | -             | -             | -             |
| (g) Federal and foreign income taxes incurred  | \$ 61,653,964 | \$ 21,712,641 | \$ 39,941,323 |

NOTES TO FINANCIAL STATEMENTS

| (2) Deferred Tax Assets                      | 12/31/2014   | 12/31/2013   | Change       |
|--|--------------|--------------|--------------|
| (a) Ordinary                                 |              |              |              |
| (1) Discounting of unpaid losses             | \$ 2,958,882 | 1,920,759    | 1,038,123    |
| (2) Unearned premium reserve                 | -            | -            | -            |
| (3) Policyholder reserves                    | -            | -            | -            |
| (4) Investments                              | -            | -            | -            |
| (5) Deferred acquisition costs               | -            | -            | -            |
| (6) Policyholder dividends accrual           | -            | -            | -            |
| (7) Fixed assets                             | -            | -            | -            |
| (8) Compensation and benefits accrual        | 565          | 245          | 320          |
| (9) Pension accrual                          | -            | -            | -            |
| (10) Receivables - nonadmitted               | 5,265,516    | 3,425,770    | 1,839,746    |
| (11) Net operating loss carry-forward        | -            | -            | -            |
| (12) Tax credit carry-forward                | -            | -            | -            |
| (13) Other                                   | 1,074,782    | 750,441      | 324,341      |
| Subtotal                                     | \$ 9,299,745 | \$ 6,097,215 | \$ 3,202,530 |
| (b) Statutory valuation allowance adjustment | -            | -            | -            |
| (c) Nonadmitted                              | -            | -            | -            |
| (d) Admitted ordinary deferred tax assets    | \$ 9,299,745 | \$ 6,097,215 | \$ 3,202,530 |
| (e) Capital                                  |              |              |              |
| (1) Investments                              | \$ -         | -            | \$ -         |
| (2) Net capital loss carry-forward           | -            | -            | -            |
| (3) Real estate                              | -            | -            | -            |
| (4) Other                                    | -            | -            | -            |
| Subtotal                                     | \$ -         | \$ -         | \$ -         |
| (f) Statutory valuation allowance adjustment | -            | -            | -            |
| (g) Nonadmitted                              | -            | -            | -            |
| (h) Admitted capital deferred tax assets     | -            | -            | -            |
| (i) Admitted deferred tax assets             | \$ 9,299,745 | \$ 6,097,215 | \$ 3,202,530 |
| (3) Deferred Tax Liabilities:                |              |              |              |
| (a) Ordinary                                 |              |              |              |
| (1) Investments                              | -            | -            | -            |
| (2) Fixed assets                             | -            | -            | -            |
| (3) Deferred and uncollected premium         | -            | -            | -            |
| (4) Policyholder reserves                    | -            | -            | -            |
| (5) Other                                    | -            | -            | -            |
| Subtotal                                     | -            | -            | -            |
| (b) Capital                                  |              |              |              |
| (1) Investments                              | -            | -            | -            |
| (2) Real estate                              | -            | -            | -            |
| (3) Other                                    | -            | -            | -            |
| Subtotal                                     | -            | -            | -            |
| (c) Deferred tax liabilities                 | -            | -            | -            |
| (4) Net deferred tax assets/liabilities      | \$ 9,299,745 | \$ 6,097,215 | \$ 3,202,530 |

D. Reconciliation of Federal Income Tax Rate to Actual Effective Rate - The Company’s provision for federal income taxes incurred for the year ended December 31, 2014 differs from the amount obtained by applying the federal statutory rate of 35% to net loss before federal income taxes. The significant items causing this difference are as follows:

NOTES TO FINANCIAL STATEMENTS

|                                      |    | <u>2014</u> | <u>% of Pre-tax<br/>Income</u> |
|--------------------------------------|----|-------------|--------------------------------|
| Provision computed at statutory rate | \$ | 52,724,917  | 35.00%                         |
| Intangible Tax amortization          |    | (51,579)    | -0.03%                         |
| Change in non-admitted assets        |    | (1,410,269) | -0.94%                         |
| Nondeductible expenses               |    | 8,573       | 0.01%                          |
| ACA insurer fee                      |    | 7,207,694   | 4.78%                          |
| Other                                |    | (27,902)    | -0.02%                         |
| Total statutory income tax           | \$ | 58,451,434  | 38.80%                         |

|                                     |    | <u>2014</u> | <u>% of Pre-tax<br/>Income</u> |
|-------------------------------------|----|-------------|--------------------------------|
| Federal income taxes incurred       | \$ | 61,653,964  | 40.93%                         |
| Change in net deferred income taxes |    | (3,202,530) | -2.13%                         |
| Total statutory income tax          | \$ | 58,451,434  | 38.80%                         |

E. Net Operating Loss Carryforwards

1. At December 31, 2014, the Company had no federal operating loss carryforwards.
2. The following are income taxes incurred in the current and prior years that will be available for recoupment in the event of future net losses:
- |                               |              |
|-------------------------------|--------------|
| 12/31/2014 (current year)     | \$61,664,567 |
| 12/31/2013 (first prior year) | \$21,805,880 |

3. As of December 31, 2014, there were no aggregate amounts of deposits reported as admitted assets under Section 6603 of the Internal Revenue Services (IRS) Code.

F. Consolidated Federal Income Tax Return

1. The Company and its affiliated entities (as listed on Schedule Y, Part 1) are included in the consolidated federal income tax return of WellCare Health Plans, Inc. ("WellCare").
2. Federal Income Tax Allocation - The Company is included in the consolidated federal income tax return of WellCare and its includable subsidiaries. Estimated tax payments are made quarterly, at which time intercompany tax settlements are made. In the subsequent year, additional settlements are made on the unextended due date of the return and at the time that the return is filed. The method of allocation among affiliates of the Company is subject to a written agreement approved by the Board of Directors and based upon separate tax return calculation with current credit for net losses to the extent the losses provide a benefit in the consolidated tax return.

G. The Company has no federal or foreign income tax loss contingencies as of December 31, 2013. The Company is not expecting any increase in its income tax loss contingency within the next 12 months.

10. Information Concerning Parent, Subsidiaries, Affiliates and Related Parties

A.B. and C. Relationship/Transactions and Amounts.

*Affiliated Management Agreement*

The Company has an affiliated management agreement with Comprehensive Health Management Inc., ("CHMI") to provide certain management, administrative services, claims processing services, utilization review, payroll services and the majority of the administrative functions of the Company, excluding certain sales and marketing functions and other professional consulting expenses. Additionally, CHMI is responsible for maintaining the claims related data processing equipment and software.

The management agreement provides for charges of 9.5% to 11% of Medicare gross premium revenue earned depending on the Company's membership and a flat 7% for the Medicaid gross premium revenue earned. Based on the current membership level of the Company, management fees charged for the year ended December 31, 2014 were 9.5% of gross premiums earned for the Medicare premiums and 7% for the Medicaid premiums. Management believes this established range to be an approximation of current market rates; however, adjustments to these rates may be necessary as changes in regulations, scopes of services and market dynamics occur. It is unknown at this time if any changes in the management fee rates would have a material impact on the Company's financial condition, results of operations and cash flows in past, current and future periods reported.

During 2014 and 2013, respectively, the Company incurred \$172,896,845 and \$101,450,528 for services under the management agreement with CHMI. At December 31, 2014 and 2013, respectively, the amount (to)/from CHMI was (\$4,396,018) and \$930,547

## NOTES TO FINANCIAL STATEMENTS

related to the management fee agreement.

In addition to the management services agreement, CHMI also processes and pays: salary related expenses related to the Company's sales and marketing personnel, trade payables and other direct expenses incurred by the Company. The Company reimburses CHMI for these expenses processed and paid on the Company's behalf. Amounts due from CHMI related to these transactions were \$13,205,751 as of December 31, 2014 and \$8,734,335 as of December 31, 2013 and are combined with the liability due to CHMI related to the management fee agreement. Any balances resulting in a net amount due from CHMI are non-admitted in accordance with statutory accounting principles. Amounts due to (from) CHMI are normally settled within 30 days.

CHMI is responsible for payments to the lessors for office space occupied by the Company. Effective August 1, 2013, the Company is no longer directly charged its rent expense by CHMI. Lease payments made by CHMI to lessors and directly charged to the Company amounted to \$0 and \$406,031 during the years ended December 31, 2014 and 2013, respectively.

### *Affiliated Reinsurance Agreements*

The Company assumes reinsurance coverage from its affiliate, WellCare of Texas, Inc. Coverage is provided for out-of-network claims only on Medicare Point-of-Service products. Total reinsurance premium income received by the Company during the periods ending December 31, 2014 and 2013, respectively, was \$1,751,519 and \$759,651. Total reinsurance claims paid out during the period by the Company was \$0 for 2014 and \$513,806 for 2013.

The Company has an affiliated joint enterprise agreement with WellCare Prescription Insurance, Inc. The two Parties to this agreement provide Medicare prescription drug plan services to Medicare Part D beneficiaries in their respective service areas.

### *Capital Contributions*

The Company received capital contributions of \$7,000,000 on March 28, 2013, \$8,000,000 on March 29, 2013 and \$5,000,000 on December 30, 2013 from its Parent Company, The WellCare Management Group, Inc. ("WMG").

D. Intercompany Balances - At December 31, 2014, the Company reported a non-admitted \$8,811,908 receivable from parent, subsidiaries and affiliates and a \$10,034,405 payable to parent, subsidiaries and affiliates. (See Pages 21 and 22).

E. Guarantees on Undertakings for the Benefit of an Affiliate – None.

F. Management/Cost Sharing Agreements - See Note 10A, B, and C above.

G. Control/Ownership - All outstanding shares of the Company are owned by the Parent Company, The WellCare Management Group, Inc. which is owned by WCG Health Management, Inc. which is in turned owned by WellCare Health Plans, Inc., an insurance holding company domiciled in the State of Delaware.

H. I. J. K. and L. Controlled Entities/Investments in SCA/Foreign Insurance Subsidiary/Downstream Noninsurance Holding Company – None.

### **11. Debt**

A. Debt – None

B. Federal Home Loan Bank Agreements – None

### **12. Retirement Plans, Deferred Compensation, Etc.**

None.

### **13. Capital and Surplus, Shareholder' Dividend Restrictions and Quasi-Reorganizations**

1. *Number of Shares* - The Company has 2,500,000 shares of \$1 par value common stock issued and outstanding.

2. *Preferred Stock Issues* – None.

3. *Dividend Restrictions* - Without prior approval of its domiciliary commissioner or department of insurance, dividends to shareholders must be paid from earned surplus amounts and are limited to the lesser of ten percent of the companies surplus or the net income for the 12 month period ending as of the prior year as set forth in the laws of the Company's state of incorporation, Kentucky.

4. *Dividends Paid* - Within the limitations of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholder. There were no dividends paid for the year ended December 31, 2014.

5. *Dividend Capacity and Required Minimum Capital* – The amount available for dividend distribution during 2015 is \$21,170,918, which was based on net income. Kentucky Statutes require that each Kentucky Health entity maintain a minimum surplus equal to the greater of the Company Action Level Risk Based Capital ("RBC") Calculation or \$1,500,000. At December 31, 2014, the Company's required minimum capital and surplus was \$149,462,208 and the total actual capital and surplus was \$211,709,187.

6. *Restrictions on Unassigned Funds* – None.

7. *Amount of Advances to Surplus, Not Repaid* – None.

8. *Stock Held of Affiliated Entities* – None.

## NOTES TO FINANCIAL STATEMENTS

9. *Changes in Balances of Any Special Surplus Funds* – None.

10. *Unrealized Gains and Losses* - The portion of unassigned funds (surplus) reduced by non-admitted assets was \$16,297,319. There are no cumulative unrealized gains or losses included in unassigned funds (surplus).

11. *Surplus Notes* – None.

12. *Quasi-Reorganizations* – None.

13. *Effective Date of Quasi-Reorganization* – N/A

### 14. Liabilities, Contingencies and Assessments

A. Contingent Commitments – None.

B. Assessments – None.

C. Gain Contingencies – None.

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming From Lawsuits

#### *Medical Expense/Liability Estimates*

The Company's profitability depends in large part on accurately predicting and effectively managing medical expenses. The liability for claims unpaid is impacted by various factors, including changes in healthcare utilization practices, medical cost inflation and new medical technologies, which could adversely affect the Company's ability to accurately predict and effectively control healthcare costs. Costs in excess of those anticipated could have a material adverse effect on the Company's results of operations.

#### *New Business Regulations*

The Company is subject to substantial federal and state government regulations, including licensing and other requirements relating to the offering of the Company's existing products in new markets and offerings of new products, both of which may restrict the Company's ability to expand its business.

#### *Medicare and Medicaid Contracts*

The Company's Medicare Part D and Medicaid/CHP revenues were 3% and 95% of total revenues, respectively. The Company expects that its Medicare and Medicaid contracts, which expire on December 31, 2015 and June 30, 2015, will be renewed. The Company's operating results could be significantly constrained in the event that the compensation provided under its Medicare and Medicaid contracts are adjusted or if the contracts are not renewed.

E. Joint and Several Liabilities – None.

F. All Other Contingencies – The Company's ultimate parent, WellCare, is a party to a number of legal actions and regulatory investigations. These matters do not directly involve the Company and management does not expect the matters to have an impact on the Company's financial position.

### 15. Leases

Rental expenses for operating leases reported in the Company's operations for the years ended December 31, 2014 and 2013 were \$0 and \$406,031, respectively. Beginning in August 2013, all operating lease payments were made by CHMI. All of the Company's operating leases have been modified and the lessee was changed from the Company to CHMI.

### 16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

None.

### 17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales – None

B. Transfer and Servicing of Financial Assets – None

C. Wash Sales – None

### 18. Gain or Loss to the Reporting Entity From Uninsured Plans and the Uninsured Portion of Partially Insured Plans

None.

### 19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

None.

### 20. Fair Value Measurement

A. Assets that are measured at fair value on a recurring basis subsequent to initial recognition - None

B. Assets Measured on a Fair Value on a Nonrecurring Basis:

## NOTES TO FINANCIAL STATEMENTS

Our Statutory-Basis Statements of Admitted Assets, Liabilities, and Capital and Surplus includes certain financial instruments carried at amounts which approximate fair value, such as, cash, cash equivalents, short-term investments and receivables. The carrying amount approximates fair value because of the short-term nature of these items. The Company has no assets or liabilities measured or reported at fair value as of December 31, 2014 and 2013.

The estimated fair value of financial instruments presented in Note 5 were determined by the Company using market information available as of December 31, 2014 and 2013 and appropriate valuation methodologies. The estimates presented are not necessarily indicative of the amounts the Company could realize in a market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The NAIC SAP defines fair value, establishes a framework for measuring fair value, and outlines the disclosure requirements related to fair value measurements. The fair value hierarchy is as follows:

Level 1 —Quoted (unadjusted) prices for identical assets or liabilities in active markets: Investments included in Level 1 consist of money market funds, cash, U.S. government securities and the variable rate bond fund. The carrying amounts of money market funds and cash approximate fair value because of the short-term nature of these instruments. Fair values of the other investments included in Level 1 are based on unadjusted quoted market prices for identical securities in active markets.

Level 2 — Inputs other than quoted prices in active markets: Investments in Level 2 consist of certain certificates of deposit, corporate debt, commercial paper, asset-backed and other municipal securities for which fair market valuations are based on quoted prices for identical securities in markets that are not active, quoted prices for similar securities in active markets, broker or dealer quotations, or alternative pricing sources or for which all significant inputs are observable, either directly or indirectly, including interest rates and yield curves observable at commonly quoted intervals, volatilities, prepayment speeds, loss severities, credit risks, and default rates.

In addition to using market data, the Company makes assumptions when valuing assets and liabilities, including assumptions about risks inherent in the inputs to the valuation technique. When there is not an observable market price for an identical or similar asset or liability, management uses an income approach reflecting our best assumptions regarding expected cash flows, discounted using a commensurate risk-adjusted discount rate.

Level 3 — Unobservable inputs that cannot be corroborated by observable market data

### 21. Other Items

- A. Extraordinary Items – None
- B. Troubled Debt Restructuring – None
- C. Other Disclosures and Unusual Items

#### *Redomestication*

All required regulatory approval was received, effective August 1, 2013, for the Company's redomestication from Illinois to Kentucky. In accordance with the amended and restated articles of incorporation, the new legal name of the entity is WellCare Health Insurance Company of Kentucky, Inc. Subsequent to the redomestication, the Company has presented its financial statements on the basis of accounting practices prescribed or permitted by the Kentucky Department of Insurance.

#### *ACA Medicaid Expansion*

Effective January 1, 2014, our Kentucky program began serving new members associated with Kentucky's participation in the 2014 ACA Medicaid expansion. Such membership totaled 117,000 as of December 31, 2014

- E. State Transferable and Non-Transferable Tax Credits – None
- F. Subprime Mortgage Related Risk Exposure – None
- G. Retained Assets – None
- H. Offsetting and Netting of Asset and Liabilities – None

### 22. Events Subsequent

#### *ACA Annual Fee*

The Affordable Care Act imposes an annual fee on health insurers, payable to the U.S. government, calculated on net premiums and third-party administrative agreement fees. The accounting guidance states the liability and expense are recognized on January 1, 2014 and each year thereafter. By September 30, 2014 and each year thereafter the liability must be paid. In accordance with SSAP No. 35R, *Guaranty Fund and Other Assessments*, the Company paid and expensed \$20,593,412 in 2014. The expense is included on Page 4, Line 21, General administrative expenses, of the Statement of Revenues and Expenses.

Beginning January 31, 2014 and each year thereafter, the estimate for the following years fee is accrued monthly and separately segregated within surplus as an aggregate write-in. The estimated 2015 fee of \$45,802,000, which is subject to change based on the actual outcome of the Company's and the industry's total taxable premiums for 2014, is reported on Line 25 of Page 3, Liabilities, Capital and Surplus, Aggregate write-ins for special surplus funds.



NOTES TO FINANCIAL STATEMENTS

We have received a signed amendment from our state Medicaid customer in Kentucky which provides for them to reimburse us for the portion of the ACA industry fee attributable to the Medicaid programs in that state, including the related state and federal income tax gross-ups. The execution of these amendments and agreements enabled us to recognize approximately \$29,773,082 reimbursement as premium revenue for the year ending December 31, 2014.

|   | Current Year     | Prior Year       |
|---|------------------|------------------|
| A. ACA fee assessment payable for the upcoming year   | \$ 45,803,000    | \$ 19,500,000    |
| B. ACA fee assessment paid  | \$ 20,593,412    | \$ -             |
| C. Premium written subject to ACA 9010 assessment   | \$ 2,415,635,963 | \$ 1,399,835,000 |
| D. Total Adjusted Capital before surplus adjustment   | \$ 211,709,187   |                  |
| E. Authorized Control Level before surplus adjustment   | \$ 74,731,104    |                  |
| F. Total Adjusted Capital after surplus adjustment  | \$ 165,906,187   |                  |
| G. Authorized Control Level after surplus adjustment  | \$ 76,609,027    |                  |
| H. Would reporting the ACA assessment as of December 31, 2014 have triggered an RBC action level? | No               |                  |

23. Reinsurance

The Company enters into reinsurance agreements with affiliated and non-affiliated companies to limit the net loss arising from large risks and to maintain its exposure to loss within its capital resources. Reinsurance premium expense incurred by the Company is accounted for as a reduction of net premium revenue earned. Reinsurance recoveries are offset against medical expense in the period of such recoveries. The Company remains liable to its policyholders to the extent that its reinsurers do not meet their obligations.

The Company’s current reinsurance agreement with Westport Insurance Corporation, a Swiss Re subsidiary, has a retention limit of \$1,000,000 up to \$2,000,000 for the year ended December 31, 2014. Premiums paid under this non-affiliated reinsurance agreement were \$3,066,244 and \$1,848,497 for the years ending December 31, 2014 and 2013, respectively. Recoveries under non-affiliated reinsurance policies are \$543,573 for 2014 and \$868,839 for 2013.

The Company had a reinsurance agreement with an affiliate, Comprehensive Reinsurance, Ltd. (“CompRe”) that was termed effective December 31, 2012. Under statutory accounting principles, this contract is considered to be with an unauthorized reinsurer and the Company has not taken any reserve credits for claims reported or unreported and not yet paid in its statement of revenues and expenses. Reinsurance recoveries reported represent only claims paid in excess of the retention limit during the period. No premiums were paid under the affiliated insurance agreement in 2013. Recoveries under this affiliated reinsurance were \$13,791,292 for the year ending December 31, 2013.

The Company assumes risk on out-of-network claims incurred on MA point-of-service products offered by an affiliate, WellCare of Texas, Inc. Premiums assumed under these reinsurance agreements were \$1,751,519 and \$759,651 for the years ending December 31, 2014 and 2013, respectively. Claims incurred under the reinsurance agreements were \$0 for 2014 and \$513,806 for 2013.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

- A. B. C. D. – Not applicable.
- E. Risk-Sharing Provisions of the Affordable Care Act (ACA) – Not applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

The estimated cost of claims expense attributable to insured events of the prior year increased by \$1,200,873 during 2014. This is approximately 0.9% of unpaid claims expenses of \$139,031,713 as of December 31, 2013. Excluding the prior period development related to the release of the provision for moderately adverse conditions, medical benefits expense for the period ending December 31, 2014 was impacted by approximately \$12,040,669 of net unfavorable development related to prior periods. This development is primarily the result of higher than anticipated utilization in the Company’s Kentucky Medicaid program.

Statement of Statutory Accounting Principles (SSAP) No. 85 – *Claim Adjustment Expenses* requires that claim adjustment expenses, including legal expenses, be subdivided into cost containment expenses and other claim adjustment expenses. Cost containment expenses are intended to reduce the number of health services provided or the cost of such services. Other claim adjustment expenses are all other costs which do not meet the definition of cost containment expenses. Cost containment expenses were \$30,931,505 and \$18,389,695, respectively, for the years ended December 31, 2014 and 2013.

26. Intercompany Pooling.

None.

27. Structured Settlements

None.

28. Healthcare Receivables

NOTES TO FINANCIAL STATEMENTS

Healthcare receivables principally represent pharmacy rebates. Healthcare receivables are subject to various limits based on the nature of the receivable balance. Pharmacy rebates are recorded on an accrual basis and estimated using invoices that have been prepared using actual prescriptions filled. Pharmacy rebates receivable at December 31, 2014 total \$31,933,421 of which \$1,449,276 is aged ninety days of older and is non-admitted.

The following is a summary of pharmacy rebates by quarter:

| Quarter Ending | Estimated<br>Rebates | Rebates<br>Invoiced | Collected Within<br>90 days<br>of Invoicing | Collected Within<br>91 to 180 days<br>of Invoicing | Collected More<br>than 180 days<br>of Invoicing |
|----------------|----------------------|---------------------|---|--|---|
| 31-Dec-2014    | 17,751,716           |                     |   |  |   |
| 30-Sep-2014    | 14,268,743           | 14,388,939          | 504,226                                     |  |   |
| 30-Jun-2014    | 12,021,520           | 11,689,348          | 9,128,439                                   | 2,249,066  |   |
| 31-Mar-2014    | 10,103,729           | 9,925,766           | 9,108,204                                   | 381,618  | 49,523  |
| 31-Dec-2013    | 7,564,215            | 7,927,994           | 6,416,945                                   | 1,553,538  | 23,062  |
| 30-Sep-2013    | 6,491,042            | 6,979,194           | 6,516,135                                   | 267,816  | 146,630   |
| 30-Jun-2013    | 4,829,793            | 4,824,690           | 4,066,819                                   | 1,286,077  | 19,118  |
| 31-Mar-2013    | 4,464,267            | 4,490,980           | 1,642,488                                   | 3,252,529  | 70,187  |
| 31-Dec-2012    | 4,232,399            | 4,272,220           | 3,138,815                                   | 1,187,757  |   |
| 30-Sep-2012    | 3,728,615            | 4,097,376           | 3,739,321                                   | 122,884  | 75,339  |
| 30-Jun-2012    | 4,138,761            | 4,162,737           | 3,093,190                                   | 993,015  | 205,137   |
| 31-Mar-2012    | 3,920,605            | 4,220,570           | 3,503,841                                   | 632,161  | 5,990   |

29. Participating Policies

None.

30. Premium Deficiency Reserves

None.

31. Anticipated Salvage and Subrogation

None.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes ☒ No ☐
- If yes, complete Schedule Y, Parts 1, 1A and 2.
- 1.2

If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations?

Yes ☒ No ☐ N/A ☐
- 1.3

State Regulating?

Kentucky.....
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:

.....
- 3.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

.....12/31/2012
- 3.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

.....12/31/2012
- 3.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

.....06/11/2014
- 3.4

By what department or departments? Illinois Department of Insurance.....
- 3.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ N/A ☒
- 3.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ N/A ☐
- 4.1

During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.11 sales of new business?

Yes ☐ No ☒
- 4.12 renewals?

Yes ☐ No ☒
- 4.2

During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.21 sales of new business?

Yes ☐ No ☒
- 4.22 renewals?

Yes ☐ No ☒
- 5.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 5.2

If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

| 1<br>Name of Entity | 2<br>NAIC Company Code | 3<br>State of Domicile |
|---------------------|------------------------|------------------------|
| .....               | .....                  | .....                  |
| .....               | .....                  | .....                  |
| .....               | .....                  | .....                  |
| .....               | .....                  | .....                  |
| .....               | .....                  | .....                  |

- 6.1

Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 6.2

If yes, give full information .....
- 7.1

Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity?

Yes ☐ No ☒
- 7.2

If yes,
- 7.21

State the percentage of foreign control .....
- 7.22

State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact).

| 1<br>Nationality | 2<br>Type of Entity |
|------------------|---------------------|
| .....            | .....               |
| .....            | .....               |
| .....            | .....               |
| .....            | .....               |
| .....            | .....               |

GENERAL INTERROGATORIES

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [ X ]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [ X ]

8.4 If response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

| 1              | 2                         | 3   | 4   | 5    | 6   |
|----------------|---------------------------|-----|-----|------|-----|
| Affiliate Name | Location<br>(City, State) | FRB | OCC | FDIC | SEC |
|                |                           |     |     |      |     |

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?  
Deloitte & Touche LLP, 201 E. Kennedy Blvd, Suite 1200, Tampa FL 33634.....

10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [ ] No [ X ]

10.2 If the response to 10.1 is yes, provide information related to this exemption:

10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes [ ] No [ X ]

10.4 If the response to 10.3 is yes, provide information related to this exemption:

10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [ X ] No [ ] N/A [ ]

10.6 If the response to 10.5 is no or n/a, please explain

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?  
Larry Smart (Employee), WellCare Health Plans, Inc, 8735 Henderson Road, Tampa FL 33634.....

12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [ ] No [ X ]

12.11 Name of real estate holding company .....

12.12 Number of parcels involved .....

12.13 Total book/adjusted carrying value \$.....

12.2 If yes, provide explanation

13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:

13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?

13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [ ] No [ ]

13.3 Have there been any changes made to any of the trust indentures during the year? Yes [ ] No [ ]

13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [ ] No [ ] N/A [ ]

14.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [ X ] No [ ]

a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

c. Compliance with applicable governmental laws, rules and regulations;

d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

e. Accountability for adherence to the code.

14.11 If the response to 14.1 is no, please explain:

14.2 Has the code of ethics for senior managers been amended? Yes [ X ] No [ ]

14.21 If the response to 14.2 is yes, provide information related to amendment(s)  
Minor revisions and clarifications of existing provisions. Adopted by Board of Directors on September 25, 2014.....

14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [ X ]

14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

GENERAL INTERROGATORIES

- 15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List?
- Yes [ ] No [ X ]
- 15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

| 1   | 2                               | 3   | 4      |
|---|---------------------------------|---|--------|
| American Bankers Association (ABA) Routing Number | Issuing or Confirming Bank Name | Circumstances That Can Trigger the Letter of Credit | Amount |
|   |                                 |   |        |
|   |                                 |   |        |
|   |                                 |   |        |

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof?
- Yes [ X ] No [ ]
17. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof?
- Yes [ X ] No [ ]
18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person?
- Yes [ X ] No [ ]

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)?
- Yes [ ] No [ X ]
- 20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.11 To directors or other officers \$.....0
- 20.12 To stockholders not officers \$.....0
- 20.13 Trustees, supreme or grand (Fraternal only) \$.....0
- 20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.21 To directors or other officers \$.....0
- 20.22 To stockholders not officers \$.....0
- 20.23 Trustees, supreme or grand (Fraternal only) \$.....0
- 21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement?
- Yes [ ] No [ X ]
- 21.2 If yes, state the amount thereof at December 31 of the current year:
- 21.21 Rented from others \$.....
- 21.22 Borrowed from others \$.....
- 21.23 Leased from others \$.....
- 21.24 Other \$.....
- 22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments?
- Yes [ ] No [ X ]
- 22.2 If answer is yes:
- 22.21 Amount paid as losses or risk adjustment \$.....
- 22.22 Amount paid as expenses \$.....
- 22.23 Other amounts paid \$.....
- 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?
- Yes [ ] No [ X ]
- 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:
- \$.....

INVESTMENT

- 24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03)
- Yes [ X ] No [ ]
- 24.02 If no, give full and complete information, relating thereto
- 24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)
- 24.04 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions?
- Yes [ ] No [ ] NA [ X ]
- 24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs.
- \$.....
- 24.06 If answer to 24.04 is no, report amount of collateral for other programs.
- \$.....
- 24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract?
- Yes [ ] No [ ] NA [ X ]
- 24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%?
- Yes [ ] No [ ] NA [ X ]
- 24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending?
- Yes [ ] No [ ] NA [ X ]
- 24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:
- 24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$.....
- 24.102 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$.....
- 24.103 Total payable for securities lending reported on the liability page \$.....

GENERAL INTERROGATORIES

- 25.1

Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03).

Yes ☒ No ☐
- 25.2

If yes, state the amount thereof at December 31 of the current year:

25.21

Subject to repurchase agreements

\$.....

25.22

Subject to reverse repurchase agreements

\$.....

25.23

Subject to dollar repurchase agreements

\$.....

25.24

Subject to reverse dollar repurchase agreements

\$.....

25.25

Placed under option agreements

\$.....

25.26

Letter stock or securities restricted as to sale – excluding FHLB Capital Stock

\$.....

25.27

FHLB Capital Stock

\$.....

25.28

On deposit with states

\$.....3,695,253

25.29

On deposit with other regulatory bodies

\$.....

25.30

Pledged as collateral – excluding collateral pledged to an FHLB

\$.....

25.31

Pledged as collateral to FHLB – including assets backing funding agreements

\$.....

25.32

Other

\$.....

25.3 For category (25.26) provide the following:

| 1<br>Nature of Restriction | 2<br>Description | 3<br>Amount |
|----------------------------|------------------|-------------|
| .....                      | .....            | .....       |
| .....                      | .....            | .....       |
| .....                      | .....            | .....       |
| .....                      | .....            | .....       |
| .....                      | .....            | .....       |

- 26.1

Does the reporting entity have any hedging transactions reported on Schedule DB?

Yes ☐ No ☒
- 26.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement.

Yes ☐ No ☐ N/A ☐
- 27.1

Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity?

Yes ☐ No ☒
- 27.2

If yes, state the amount thereof at December 31 of the current year.

\$.....
28.

Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity’s offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes ☐ No ☒

28.01 For agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

| 1<br>Name of Custodian(s) | 2<br>Custodian’s Address |
|---------------------------|--------------------------|
| .....                     | .....                    |
| .....                     | .....                    |
| .....                     | .....                    |

28.02 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

| 1<br>Name(s) | 2<br>Location(s) | 3<br>Complete Explanation(s) |
|--------------|------------------|------------------------------|
| .....        | .....            | .....                        |
| .....        | .....            | .....                        |
| .....        | .....            | .....                        |

- 28.03

Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year?

Yes ☐ No ☒
- 28.04

If yes, give full and complete information relating thereto:

| 1<br>Old Custodian | 2<br>New Custodian | 3<br>Date of Change | 4<br>Reason |
|--------------------|--------------------|---------------------|-------------|
| .....              | .....              | .....               | .....       |
| .....              | .....              | .....               | .....       |
| .....              | .....              | .....               | .....       |

GENERAL INTERROGATORIES

28.05 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

| 1<br>Central Registration Depository Number(s) | 2<br>Name | 3<br>Address |
|--|-----------|--------------|
|  |           |              |
|  |           |              |
|  |           |              |

29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D - Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])?

Yes [ ] No [ X ]

29.2 If yes, complete the following schedule:

| 1<br>CUSIP #  | 2<br>Name of Mutual Fund | 3<br>Book/Adjusted Carrying Value |
|---------------|--------------------------|-----------------------------------|
|               |                          |                                   |
|               |                          |                                   |
|               |                          |                                   |
| 29.2999 TOTAL |                          | 0                                 |

29.3 For each mutual fund listed in the table above, complete the following schedule:

| 1<br>Name of Mutual Fund<br>(from above table) | 2<br>Name of Significant Holding<br>of the Mutual Fund | 3<br>Amount of Mutual Fund's<br>Book/Adjusted Carrying Value<br>Attributable to the Holding | 4<br>Date of Valuation |
|--|--|---|------------------------|
|  |  |   |                        |
|  |  |   |                        |
|  |  |   |                        |

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

|                            | 1<br>Statement (Admitted)<br>Value | 2<br>Fair Value | 3<br>Excess of Statement<br>over Fair Value (-),<br>or Fair Value<br>over Statement (+) |
|----------------------------|------------------------------------|-----------------|---|
| 30.1 Bonds.....            | 142,359,887                        | 142,314,063     | (45,824)  |
| 30.2 Preferred Stocks..... | 0                                  |                 | 0   |
| 30.3 Totals                | 142,359,887                        | 142,314,063     | (45,824)  |

30.4 Describe the sources or methods utilized in determining the fair values:

Fair market values are obtained from a third party pricing source.....

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D?

Yes [ ] No [ X ]

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source?

Yes [ ] No [ ]

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

Fair market values are obtained from a third party pricing source.....

32.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [ X ] No [ ]

32.2 If no, list exceptions:

GENERAL INTERROGATORIES

OTHER

- 33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? \$ .....0
- 33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

| 1<br>Name | 2<br>Amount Paid |
|-----------|------------------|
| .....     | \$.....          |
| .....     | \$.....          |
| .....     | \$.....          |

- 34.1 Amount of payments for legal expenses, if any? \$ .....0
- 34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

| 1<br>Name | 2<br>Amount Paid |
|-----------|------------------|
| NONE..... | \$.....          |

- 35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? \$ .....0
- 35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

| 1<br>Name | 2<br>Amount Paid |
|-----------|------------------|
| .....     | \$.....          |
| .....     | \$.....          |
| .....     | \$.....          |



GENERAL INTERROGATORIES  
PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force?

Yes [ ] No [ X ]

1.2 If yes, indicate premium earned on U. S. business only.

\$ .....0

1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?

\$ .....

1.31 Reason for excluding

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above

\$ .....

1.5 Indicate total incurred claims on all Medicare Supplement insurance.

\$ .....0

1.6 Individual policies:

Most current three years:

1.61 Total premium earned

\$ .....0

1.62 Total incurred claims

\$ .....0

1.63 Number of covered lives

.....0

All years prior to most current three years:

1.64 Total premium earned

\$ .....0

1.65 Total incurred claims

\$ .....0

1.66 Number of covered lives

.....0

1.7 Group policies:

Most current three years:

1.71 Total premium earned

\$ .....0

1.72 Total incurred claims

\$ .....0

1.73 Number of covered lives

.....0

All years prior to most current three years:

1.74 Total premium earned

\$ .....0

1.75 Total incurred claims

\$ .....0

1.76 Number of covered lives

.....0

2. Health Test:

|     |                         | 1                     |    | 2                  |
|-----|-------------------------|-----------------------|----|--------------------|
|     |                         | Current Year          |    | Prior Year         |
| 2.1 | Premium Numerator       | \$ .....2,419,363,353 | \$ | .....1,403,689,103 |
| 2.2 | Premium Denominator     | \$ .....2,419,363,353 | \$ | .....1,403,689,103 |
| 2.3 | Premium Ratio (2.1/2.2) | .....1.000            |    | .....1.000         |
| 2.4 | Reserve Numerator       | \$ .....290,598,559   | \$ | .....139,723,553   |
| 2.5 | Reserve Denominator     | \$ .....296,148,932   | \$ | .....139,723,553   |
| 2.6 | Reserve Ratio (2.4/2.5) | .....0.981            |    | .....1.000         |

3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits?

Yes [ ] No [ X ]

3.2 If yes, give particulars:

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency?

Yes [ X ] No [ ]

4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered?

Yes [ X ] No [ ]

5.1 Does the reporting entity have stop-loss reinsurance?

Yes [ X ] No [ ]

5.2 If no, explain:

5.3 Maximum retained risk (see instructions)

5.31 Comprehensive Medical

\$ .....

5.32 Medical Only

\$ .....100,000

5.33 Medicare Supplement

\$ .....

5.34 Dental and Vision

\$ .....

5.35 Other Limited Benefit Plan

\$ .....

5.36 Other

\$ .....

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:  
The Company is required by the Department of Insurance to have a restricted bank account funded for the specific event of insolvency. Additionally, all provider contracts include provisions for continuity of care to its subscribers.

7.1 Does the reporting entity set up its claim liability for provider services on a service date basis?

Yes [ X ] No [ ]

7.2 If no, give details

8. Provide the following information regarding participating providers:

8.1 Number of providers at start of reporting year

.....25,000

8.2 Number of providers at end of reporting year

.....30,700

9.1 Does the reporting entity have business subject to premium rate guarantees?

Yes [ ] No [ X ]

9.2 If yes, direct premium earned:

9.21 Business with rate guarantees between 15-36 months

.....

9.22 Business with rate guarantees over 36 months

.....

GENERAL INTERROGATORIES  
PART 2 - HEALTH INTERROGATORIES

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts?

Yes [ ] No [ X ]

10.2 If yes:

10.21 Maximum amount payable bonuses

\$.....

10.22 Amount actually paid for year bonuses

\$.....

10.23 Maximum amount payable withholds

\$.....

10.24 Amount actually paid for year withholds

\$.....

11.1 Is the reporting entity organized as:

11.12 A Medical Group/Staff Model,

Yes [ ] No [ X ]

11.13 An Individual Practice Association (IPA), or,

Yes [ ] No [ X ]

11.14 A Mixed Model (combination of above) ?

Yes [ ] No [ X ]

11.2 Is the reporting entity subject to Minimum Net Worth Requirements?

Yes [ X ] No [ ]

11.3 If yes, show the name of the state requiring such net worth.

Ketnucky.....

11.4 If yes, show the amount required.

\$.....149,455,650

11.5 Is this amount included as part of a contingency reserve in stockholder's equity?

Yes [ ] No [ X ]

11.6 If the amount is calculated, show the calculation

Minimum Net Worth = Greater of \$1,500,000 or Company Action Level Risk Based Capital ("RBC") Calculation.

12. List service areas in which reporting entity is licensed to operate:

| 1                         |
|---------------------------|
| Name of Service Area      |
| Alabama.....              |
| Alaska.....               |
| Arizona.....              |
| Arkansas.....             |
| California.....           |
| Colorado.....             |
| Connecticut.....          |
| Delaware.....             |
| District of Columbia..... |
| Georgia.....              |
| Hawaii.....               |
| Idaho.....                |
| Illinois.....             |
| Indiana.....              |
| Iowa.....                 |
| Kansas.....               |
| Kentucky.....             |
| Louisiana.....            |
| Maryland.....             |
| Massachusetts.....        |
| Minnesota.....            |
| Mississippi.....          |
| Missouri.....             |
| Montana.....              |
| Nebraska.....             |
| Nevada.....               |
| New Jersey.....           |
| New Mexico.....           |
| North Dakota.....         |
| Ohio.....                 |
| Oklahoma.....             |
| Oregon.....               |
| Pennsylvania.....         |
| Rhode Island.....         |
| South Carolina.....       |
| South Dakota.....         |
| Tennessee.....            |
| Utah.....                 |
| Virginia.....             |
| Washington.....           |
| West Virginia.....        |
| Wisconsin.....            |
| Wyoming.....              |

13.1 Do you act as a custodian for health savings accounts?

Yes [ ] No [ X ]

13.2 If yes, please provide the amount of custodial funds held as of the reporting date.

\$.....

13.3 Do you act as an administrator for health savings accounts?

Yes [ ] No [ X ]

13.4 If yes, please provide the balance of the funds administered as of the reporting date.

\$.....

14.1 Are any of the captive affiliates reported on Schedule S, Part 3 as authorized reinsurers?

Yes [ ] No [ X N/A [ ]

14.2 If the answer to 14.1 is yes, please provide the following:

| 1            | 2                 | 3                        | 4              | Assets Supporting Reserve Credit |                  |       |
|--------------|-------------------|--------------------------|----------------|----------------------------------|------------------|-------|
|              |                   |                          |                | 5                                | 6                | 7     |
| Company Name | NAIC Company Code | Domiciliary Jurisdiction | Reserve Credit | Letters of Credit                | Trust Agreements | Other |
|              |                   |                          |                |                                  |                  |       |

GENERAL INTERROGATORIES  
PART 2 - HEALTH INTERROGATORIES

15. Provide the following for Individual ordinary life insurance\* policies (U.S. business Only) for the current year:
- 15.1 Direct Premium Written (prior to reinsurance ceded)

\$.....
- 15.2 Total incurred claims

\$.....
- 15.3 Number of covered lives

.....

|   |
|---|
| *Ordinary Life Insurance Includes   |
| Term (whether full underwriting, limited underwriting, jet issue, "short form app")       |
| Whole Life (whether full underwriting, limited underwriting, jet issue, "short form app") |
| Variable Life (with or without Secondary Guarantee)                                       |
| Universal Life (with or without Secondary Guarantee)                                      |
| Variable Universal Life (with or without Secondary Guarantee)                             |

FIVE - YEAR HISTORICAL DATA

|  | 1<br>2014     | 2<br>2013     | 3<br>2012    | 4<br>2011   | 5<br>2010    |
|--|---------------|---------------|--------------|-------------|--------------|
| <b>Balance Sheet</b> (Pages 2 and 3)   |               |               |              |             |              |
| 1. Total admitted assets (Page 2, Line 28) .....   | 522,623,243   | 291,352,612   | 184,626,507  | 112,629,330 | 56,269,389   |
| 2. Total liabilities (Page 3, Line 24) .....   | 310,914,056   | 167,805,271   | 116,041,791  | 70,247,784  | 14,430,734   |
| 3. Statutory surplus .....   | 149,455,650   | 90,234,836    | 55,743,788   | 9,964,824   | 3,498,798    |
| 4. Total capital and surplus (Page 3, Line 33) .....   | 211,709,187   | 123,547,341   | 68,584,716   | 42,381,546  | 41,838,655   |
| <b>Income Statement</b> (Page 4)   |               |               |              |             |              |
| 5. Total revenues (Line 8) .....   | 2,419,363,353 | 1,403,689,103 | 743,682,796  | 155,457,477 | 52,026,238   |
| 6. Total medical and hospital expenses (Line 18) .....   | 2,062,556,860 | 1,226,540,917 | 757,518,614  | 138,589,527 | 30,472,585   |
| 7. Claims adjustment expenses (Line 20) .....  | 72,914,641    | 43,011,615    | 26,691,688   | 6,472,854   | 207,138      |
| 8. Total administrative expenses (Line 21) .....   | 134,240,495   | 74,134,413    | 38,143,523   | 12,159,180  | 6,929,376    |
| 9. Net underwriting gain (loss) (Line 24) .....  | 149,651,357   | 60,002,158    | (78,671,029) | (1,764,084) | 14,417,139   |
| 10. Net investment gain (loss) (Line 27) .....   | 991,263       | 584,527       | 364,517      | 142,775     | 184,113      |
| 11. Total other income (Lines 28 plus 29) .....  | 0             | 0             | 0            | 0           | 0            |
| 12. Net income or (loss) (Line 32) .....   | 88,988,656    | 38,874,044    | (50,654,536) | (1,900,836) | 10,773,696   |
| <b>Cash Flow</b> (Page 6)  |               |               |              |             |              |
| 13. Net cash from operations (Line 11).....  | 149,174,385   | 70,966,613    | (23,139,958) | 56,530,070  | (54,748,472) |
| <b>Risk-Based Capital Analysis</b>   |               |               |              |             |              |
| 14. Total adjusted capital.....  | 211,709,187   | 123,547,341   | 68,584,716   | 42,381,546  | 41,838,655   |
| 15. Authorized control level risk-based capital.....   | 74,727,825    | 45,117,418    | 27,871,894   | 4,982,412   | 1,749,399    |
| <b>Enrollment</b> (Exhibit 1)  |               |               |              |             |              |
| 16. Total members at end of period (Column 5, Line 7) .....  | 530,406       | 358,547       | 261,795      | 195,963     | 50,630       |
| 17. Total members months (Column 6, Line 7) .....  | 5,911,513     | 3,871,440     | 2,596,797    | 1,022,957   | 597,216      |
| <b>Operating Percentage</b> (Page 4)   |               |               |              |             |              |
| (Item divided by Page 4, sum of Lines 2, 3, and 5) x 100.0   |               |               |              |             |              |
| 18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5) .....                                  | 100.0         | 100.0         | 100.0        | 100.0       | 100.0        |
| 19. Total hospital and medical plus other non-health (Lines 18 plus Line 19) .....                       | 85.3          | 87.4          | 101.9        | 89.1        | 58.6         |
| 20. Cost containment expenses .....  | 1.3           | 1.3           | 1.5          | 1.3         | 1.2          |
| 21. Other claims adjustment expenses .....   | 1.7           | 1.8           | 2.1          | 2.8         | (0.8)        |
| 22. Total underwriting deductions (Line 23) .....  | 93.8          | 95.7          | 110.6        | 101.1       | 72.3         |
| 23. Total underwriting gain (loss) (Line 24) .....   | 6.2           | 4.3           | (10.6)       | (1.1)       | 27.7         |
| <b>Unpaid Claims Analysis</b>  |               |               |              |             |              |
| (U&I Exhibit, Part 2B)   |               |               |              |             |              |
| 24. Total claims incurred for prior years (Line 13, Col. 5) .....  | 140,232,586   | 86,675,721    | 56,013,978   | 3,877,551   | 57,964,721   |
| 25. Estimated liability of unpaid claims – [prior year (Line 13, Col. 6)] .....                          | 139,031,713   | 92,687,694    | 56,466,068   | 5,021,726   | 70,071,679   |
| <b>Investments In Parent, Subsidiaries and Affiliates</b>  |               |               |              |             |              |
| 26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1) .....   | 0             | 0             | 0            | 0           | 0            |
| 27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1) .....                                  | 0             | 0             | 0            | 0           | 0            |
| 28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1) .....                                     | 0             | 0             | 0            | 0           | 0            |
| 29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10) ..... | 0             | 0             | 0            | 0           | 0            |
| 30. Affiliated mortgage loans on real estate .....   |               | 0             | 0            | 0           | 0            |
| 31. All other affiliated .....   |               | 0             | 0            | 0           | 0            |
| 32. Total of above Lines 26 to 31.....   | 0             | 0             | 0            | 0           | 0            |
| 33. Total investment in parent included in Lines 26 to 31 above .....                                    |               | 0             | 0            | 0           | 0            |

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors?.....Yes [ ] No [ ]

If no, please explain .....

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

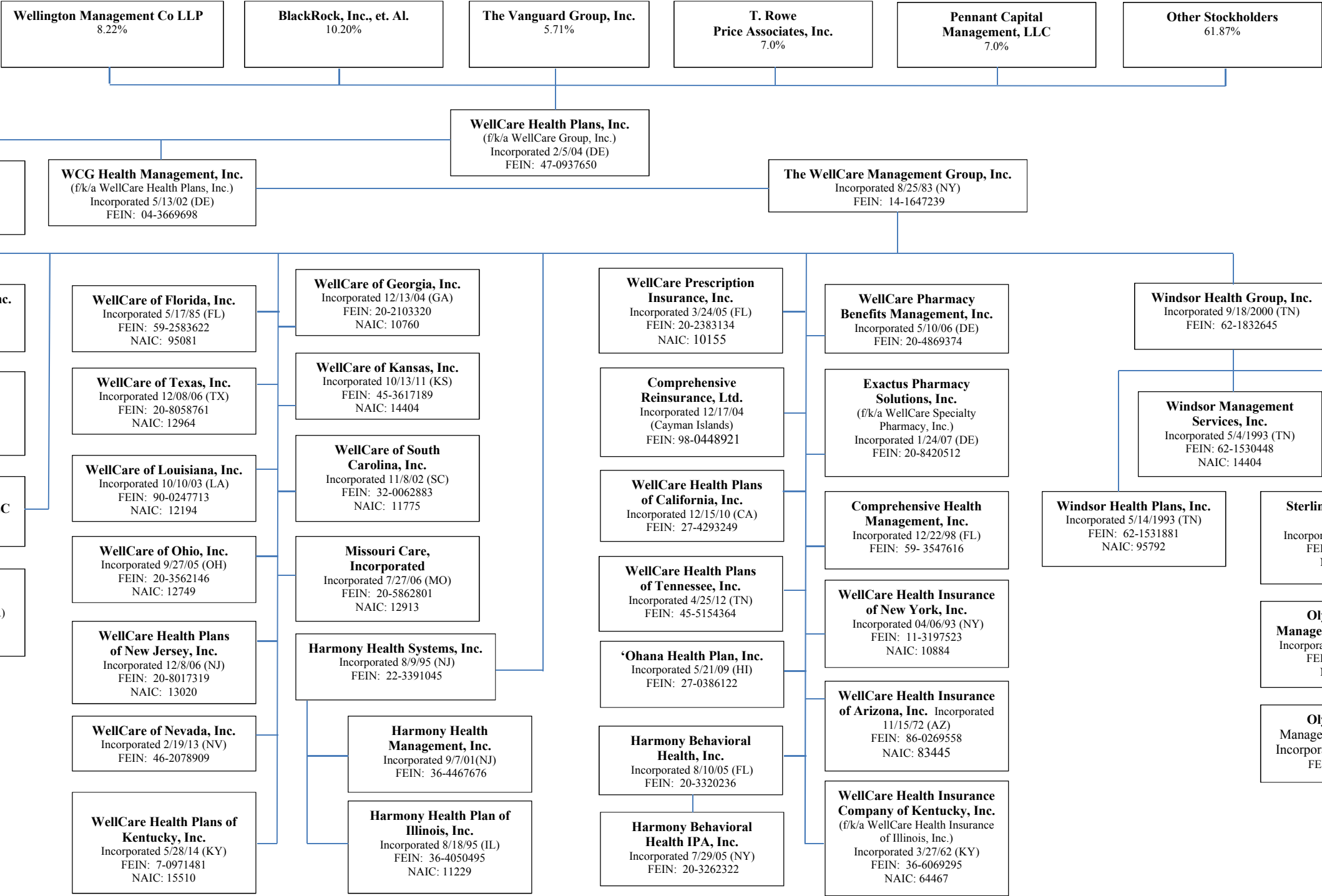
|                      |  |     | 1             | Direct Business Only       |                      |                    |   |  |                             |                           |                        |
|----------------------|--|-----|---------------|----------------------------|----------------------|--------------------|---|--|-----------------------------|---------------------------|------------------------|
|                      |  |     |               | 2                          | 3                    | 4                  | 5   | 6  | 7                           | 8                         | 9                      |
| State, Etc.          |  |     | Active Status | Accident & Health Premiums | Medicare Title XVIII | Medicaid Title XIX | Federal Employees Health Benefits Plan Premiums | Life & Annuity Premiums & Other Considerations | Property/ Casualty Premiums | Total Columns 2 Through 7 | Deposit-Type Contracts |
| 1.                   | Alabama .....  | AL  | L             | 17,470,245                 |                      |                    |   |  |                             | 17,470,245                | 0                      |
| 2.                   | Alaska .....   | AK  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 3.                   | Arizona .....  | AZ  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 4.                   | Arkansas .....   | AR  | L             | 19,599,565                 |                      |                    |   |  |                             | 19,599,565                | 0                      |
| 5.                   | California .....   | CA  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 6.                   | Colorado .....   | CO  | L             | 12,281,658                 |                      |                    |   |  |                             | 12,281,658                | 0                      |
| 7.                   | Connecticut .....  | CT  | L             | 14,449,517                 |                      |                    |   |  |                             | 14,449,517                | 0                      |
| 8.                   | Delaware .....   | DE  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 9.                   | District of Columbia .....   | DC  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 10.                  | Florida .....  | FL  |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 11.                  | Georgia .....  | GA  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 12.                  | Hawaii .....   | HI  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 13.                  | Idaho .....  | ID  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 14.                  | Illinois .....   | IL  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 15.                  | Indiana .....  | IN  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 16.                  | Iowa .....   | IA  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 17.                  | Kansas .....   | KS  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 18.                  | Kentucky .....   | KY  | L             | 91,345,596                 | 46,965,128           | 2,198,986,173      |   |  |                             | 2,337,296,897             | 0                      |
| 19.                  | Louisiana .....  | LA  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 20.                  | Maine .....  | ME  |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 21.                  | Maryland .....   | MD  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 22.                  | Massachusetts .....  | MA  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 23.                  | Michigan .....   | MI  |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 24.                  | Minnesota .....  | MN  | L             | 10,089,356                 |                      |                    |   |  |                             | 10,089,356                | 0                      |
| 25.                  | Mississippi .....  | MS  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 26.                  | Missouri .....   | MO  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 27.                  | Montana .....  | MT  | L             | 3,332,288                  |                      |                    |   |  |                             | 3,332,288                 | 0                      |
| 28.                  | Nebraska .....   | NE  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 29.                  | Nevada .....   | NV  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 30.                  | New Hampshire .....  | NH  |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 31.                  | New Jersey .....   | NJ  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 32.                  | New Mexico .....   | NM  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 33.                  | New York .....   | NY  |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 34.                  | North Carolina .....   | NC  |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 35.                  | North Dakota .....   | ND  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 36.                  | Ohio .....   | OH  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 37.                  | Oklahoma .....   | OK  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 38.                  | Oregon .....   | OR  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 39.                  | Pennsylvania .....   | PA  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 40.                  | Rhode Island .....   | RI  | L             | 6,158,532                  |                      |                    |   |  |                             | 6,158,532                 | 0                      |
| 41.                  | South Carolina .....   | SC  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 42.                  | South Dakota .....   | SD  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 43.                  | Tennessee .....  | TN  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 44.                  | Texas .....  | TX  |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 45.                  | Utah .....   | UT  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 46.                  | Vermont .....  | VT  |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 47.                  | Virginia .....   | VA  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 48.                  | Washington .....   | WA  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 49.                  | West Virginia .....  | WV  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 50.                  | Wisconsin .....  | WI  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 51.                  | Wyoming .....  | WY  | L             |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 52.                  | American Samoa .....   | AS  |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 53.                  | Guam .....   | GU  |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 54.                  | Puerto Rico .....  | PR  |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 55.                  | U.S. Virgin Islands .....  | VI  |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 56.                  | Northern Mariana Islands .....                                     | MP  |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 57.                  | Canada .....   | CAN |               |                            |                      |                    |   |  |                             | 0                         | 0                      |
| 58.                  | Aggregate other alien .....  | OT  | XXX           | 0                          | 0                    | 0                  | 0   | 0  | 0                           | 0                         | 0                      |
| 59.                  | Subtotal.....  |     | XXX           | 174,726,757                | 46,965,128           | 2,198,986,173      | 0   | 0  | 0                           | 2,420,678,058             | 0                      |
| 60.                  | Reporting entity contributions for Employee Benefit Plans.....     |     | XXX           |                            |                      |                    |   |  |                             | 0                         |                        |
| 61.                  | Total (Direct Business)  | (a) | 43            | 174,726,757                | 46,965,128           | 2,198,986,173      | 0   | 0  | 0                           | 2,420,678,058             | 0                      |
| DETAILS OF WRITE-INS |  |     |               |                            |                      |                    |   |  |                             |                           |                        |
| 58001.               |  |     | XXX           |                            |                      |                    |   |  |                             |                           |                        |
| 58002.               |  |     | XXX           |                            |                      |                    |   |  |                             |                           |                        |
| 58003.               |  |     | XXX           |                            |                      |                    |   |  |                             |                           |                        |
| 58998.               | Summary of remaining write-ins for Line 58 from overflow page..... |     | XXX           | 0                          | 0                    | 0                  | 0   | 0  | 0                           | 0                         | 0                      |
| 58999.               | Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)      |     | XXX           | 0                          | 0                    | 0                  | 0   | 0  | 0                           | 0                         |                        |

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

Explanation of basis of allocation by states, premiums by state, etc. Allocated according to residence of member.

(a) Insert the number of L responses except for Canada and other Alien.

# The WellCare Group of Companies as of December 31, 2014



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